

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**SCHEDULE TO
TENDER OFFER STATEMENT**
under Section 14(d)(1) or Section 13(e)(1) of the Securities Exchange Act of 1934

ENTEGRIS, INC.
(Name Of Subject Company (Issuer))

ENTEGRIS, INC.
(Name of Filing Persons (Offeror))

Common Shares
(Title of Class of Securities)
29362U104
(CUSIP Number of Class of Securities)

Peter W. Walcott, Esq.
General Counsel and Senior Vice President
Entegris, Inc.
129 Concord Rd.
Billerica, MA 01821 USA
(978) 436-6500

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

with copies to:
David B. Walek, Esq.
Ropes & Gray LLP
One International Place
Boston, Massachusetts 02110
(617) 951-7000

CALCULATION OF FILING FEE

Transaction Valuation*	Amount Of Filing Fee**
\$250,000,000	\$ 7,675

* Estimated solely for purposes of calculating the filing fee pursuant to Rules 0-11 under the Securities Exchange Act of 1934, as amended, based on the product of (x) \$12.25, the maximum tender offer price and (y) 20,408,163, the maximum number of shares that will be purchased in the tender offer described in this Schedule TO.

** The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$30.70 per million of the aggregate amount of transaction value.

☐ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	N/A
Form or Registration No.:	N/A
Filing Party:	N/A
Date Filed:	N/A

☐ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- ☐ third-party tender offer subject to Rule 14d-1.
- ☒ issuer tender offer subject to Rule 13e-4.
- ☐ going-private transaction subject to Rule 13e-3.
- ☐ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: ☐

This Tender Offer Statement on Schedule TO (together with the exhibits hereto, this “Schedule TO”) relates to a tender offer by Entegris, Inc (“Entegris” or the “Company”), to purchase up to 20,408,163 shares of its common stock, par value \$.01 per share, at a price not more than \$12.25 nor less than \$11.00 per share, to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase, dated May 11, 2007 (the “Offer to Purchase”) and the accompanying letter of transmittal (the “Letter of Transmittal”), which together, as each may be amended and supplemented from time to time, constitute the tender offer. This Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) of the Securities Exchange Act of 1934, as amended.

The information contained in the Offer to Purchase and the accompanying Letter of Transmittal, copies of which are attached to this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, is incorporated herein by reference in response to all of the items of this Schedule TO as more particularly described below.

ITEM 1. SUMMARY TERM SHEET

The information set forth in the Summary Term Sheet of the Offer to Purchase is incorporated herein by reference.

ITEM 2. SUBJECT COMPANY INFORMATION

(a) *Name and Address.* The name of the issuer is Entegris, Inc. (“Entegris” or the “Company”). The address of its principal executive offices is 3500 Lyman Boulevard, Chaska, Minnesota 55318. The telephone number of the principal executive office of Entegris is (952) 556-3131.

(b) *Securities.* The information set forth in the Introduction to the Offer to Purchase is incorporated herein by reference.

(c) *Trading and Market Price.* The Shares are traded on the NASDAQ Global Market under the symbol “ENTG.” The information set forth in Section 8 of the Offer to Purchase (“Price Range of Shares”) is incorporated herein by reference.

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON

The Company is the filing person. The Company’s address and telephone number are set forth in Item 2 above. The information set forth in Section 11 of the Offer to Purchase (“Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares”) is incorporated herein by reference.

ITEM 4. TERMS OF THE TRANSACTION

(a) *Material Terms.* The following sections of the Offer to Purchase contain information regarding the material terms of the transaction and are incorporated herein by reference.

- Summary Term Sheet;
- Introduction;
- Section 1 (“Number of Shares; Proration; Odd Lots”);
- Section 2 (“Background and Purpose of the Recapitalization Plan; Certain Effects of the Offer; Other Plans or Proposals”);
- Section 3 (“Procedures for Tendering Shares”);
- Section 4 (“Withdrawal Rights”);
- Section 5 (“Purchase of Shares and Payment of Purchase Price”);

- Section 6 (“Conditional Tender of Shares”);
- Section 7 (“Conditions of the Offer”);
- Section 9 (“Source and Amount of Funds”);
- Section 11 (“Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares”);
- Section 14 (“Certain United States Federal Income Tax Consequences”); and
- Section 15 (“Extension of The Offer; Termination; Amendment”).

(b) *Purchases*. The information set forth in the Introduction to the Offer to Purchase and in Section 11 of the Offer to Purchase (“Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares”) is incorporated herein by reference.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS

(e) *Agreements Involving the Subject Company’s Securities*. The information set forth in Section 11 of the Offer to Purchase (“Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares”) is incorporated herein by reference.

ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS

(a); (b); (c) *Purposes; Use of Securities Acquired; Plans*. The following sections of the Offer to Purchase, which contain information regarding the purposes of the transaction, the use of securities acquired in the transaction and plans, are incorporated herein by reference:

- Summary Term Sheet; and
- Section 2 (“Background and Purpose of the Recapitalization Plan; Certain Effects of the Offer; Other Plans or Proposals”).

ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

(a); (b); (d) *Source of Funds; Conditions; Borrowed Funds*. The information set forth in Section 9 (“Source and Amount of Funds”) and Section 7 (“Conditions of the Offer”) of the Offer to Purchase is incorporated herein by reference.

ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

(a); (b) *Securities Ownership; Securities Transactions*. The information set forth in Section 11 of the Offer to Purchase (“Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Shares”) is incorporated herein by reference.

ITEM 9. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED

(a) *Solicitations or Recommendations*. The information set forth in Section 16 of the Offer to Purchase (“Fees and Expenses”) is incorporated herein by reference.

ITEM 10. FINANCIAL STATEMENTS

Not applicable.

ITEM 11. ADDITIONAL INFORMATION

(a) *Agreements, Regulatory Requirements and Legal Proceedings.* The information set forth in Section 11 of the Offer to Purchase (“Interests of Directors and Executive Officers; Transactions and Arrangements Concerning Shares”) and Section 13 of the Offer to Purchase (“Legal Matters; Regulatory Approvals”) is incorporated herein by reference.

(b) *Other Material Information.* The information set forth in the Offer to Purchase and the accompanying Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively, as each may be amended or supplemented from time to time, is incorporated herein by reference.

ITEM 12. EXHIBITS

See Exhibit Index immediately following the signature page.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable.

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Entegris, Inc.

Dated: May 11, 2007

By: /s/ Peter W. Walcott

Name: Peter W. Walcott

Title: Senior Vice President and General Counsel

EXHIBIT INDEX

EXHIBIT NUMBER	DOCUMENT
(a)(1)(A)	Offer to Purchase dated May 11, 2007.
(a)(1)(B)	Form of Letter of Transmittal.
(a)(1)(C)	Form of Notice of Guaranteed Delivery (including Guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on substitute Form W-9).
(a)(1)(D)	Form of Letter to Brokers, Dealers, Banks, Trust Companies and Other Nominees.
(a)(1)(E)	Form of Letter to Clients for Use by Brokers, Dealers, Banks, Trust Companies and Other Nominees.
(a)(1)(F)	Form of Letter to Participants in the Company's 401(k) Plan.
(a)(5)(A)	Press Release issued on May 10, 2007.
(a)(5)(C)	Form of Summary Advertisement.
(b)	Commitment Letter dated May 10, 2007, by and among the Company Goldman Sachs Credit Partners L.P. and Citigroup Global Markets Inc.
(d)(1)	Entegris, Inc. 2000 Employee Stock Purchase Plan. ⁽¹⁾
(d)(2)	Form of 2001 Equity Incentive Plan. ⁽²⁾
(d)(3)	Entegris, Inc. 2003 Employment Inducement and Acquisition Stock Option Plan. ⁽³⁾
(d)(4)	Entegris, Inc. 1999 Long Term Incentive Plan and Stock Option Plan. ⁽¹⁾
(d)(5)	Entegris, Inc. 401(k) Savings and Profit Sharing Plan. ⁽⁴⁾
(d)(6)	Entegris, Inc. Outside Directors Stock Option Plan. ⁽¹⁾

(1) Incorporated by reference to the Entegris, Inc. Registration Statement, filed on Form S-1 on March 31, 2001.

(2) Incorporated by reference to Exhibit 10.1 to Mykrolis Corporation Form S-1 Registration Statement filed on June 5, 2001.

(3) Incorporated by reference to Exhibit 10.6 to Mykrolis Corporation Form 10-Q for the period ended September 27, 2003.

(4) Incorporated by reference to Exhibit 10.35 to the Entegris Inc. Annual Report on Form 10-K for the period ended August 27, 2005 filed on November 21, 2005.

Entegris, Inc.

Offer to purchase for cash

Up to 20,408,163 shares of its common stock

At a per share purchase price not less than \$11.00 per share nor greater than \$12.25 per share

THE OFFER, PRORATION PERIOD AND YOUR RIGHT TO WITHDRAW YOUR SHARES WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON JUNE 8, 2007, UNLESS THE OFFER IS EXTENDED. WE MAY EXTEND THE OFFER PERIOD AT ANY TIME.

As part of a recapitalization plan, Entegris, Inc. is:

- offering to purchase up to 20,408,163 shares of its common stock in a tender offer; and
- offering to purchase these shares at a price not less than \$11.00 nor greater than \$12.25 per share in cash, without interest.
- the other elements of the Recapitalization are described on page (i) of this offer to purchase.

If you want to tender your shares in the offer, you should:

- specify the price between \$11.00 and \$12.25 at which you are willing to tender your shares;
- specify the number of shares you want to tender; and
- follow the instructions in this offer to purchase and the related documents, including the accompanying letter of transmittal, to submit your shares.

When the offer expires:

- we will select the lowest purchase price specified by tendering shareholders that will enable us to purchase 20,408,163 shares or, if a lower number of shares are validly tendered, all shares that are validly tendered;
- all shares acquired in the offer will be acquired at the same purchase price regardless of whether a shareholder tenders any shares at a lower price;
- if the number of shares tendered at or below the selected price is not more than 20,408,163, we will purchase all shares tendered at that price;
- if the number of shares tendered at or below the selected price is more than 20,408,163, we will purchase shares at the selected price on a pro rata basis (subject to the “odd lot” priority described in Section 1 and the considerations for conditional tenders described in Section 6) from all shareholders who tendered shares at or below the selected price; and
- if the number of shares tendered at or below the selected price is more than 20,408,163, we may exercise our right to purchase up to an additional 2% of our outstanding shares without amending or extending the offer.

Our common stock:

- is listed and traded on the NASDAQ Global Market under the symbol “ENTG;” and
- had a closing price of \$11.40 per share on May 10, 2007, the last full trading day before we commenced the offer and a closing price of \$10.33 on May 9, 2007, the last full trading day before we announced the offer. We urge you to obtain current market quotations for the shares.

The offer is not conditioned on any minimum number of shares being tendered. The offer is, however, subject to other conditions, some or all of which we may elect to waive as discussed in Section 7, “Conditions of the Offer”.

Our board of directors has approved this offer. However, none of Entegris, Inc., its subsidiaries, our board of directors, the information agent and the dealer managers is making any recommendation to you as to whether you should tender or not tender your shares or as to what price or prices you should choose to tender your shares. You must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them.

This offer to purchase contains important information about the offer, including the risks to non-tendering shareholders beginning on page (xi). We urge you to read it in its entirety.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of this transaction or passed upon the merits or fairness of the transaction or passed upon the adequacy or accuracy of the information contained in this offer to purchase. Any representation to the contrary is a criminal offense.

The Dealer Managers for the offer are:

Goldman, Sachs & Co.

Citigroup Global Markets Inc.

Offer to Purchase dated May 11, 2007

IMPORTANT PROCEDURES

If you want to tender all or part of your shares, you must do one of the following before the offer expires:

- if your shares are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, contact the nominee and have the nominee tender your shares for you; or
- if you hold certificates in your own name, complete and sign a letter of transmittal according to its instructions, and deliver it, together with any required signature guarantees, the certificates for your shares and any other documents required by the letter of transmittal, to Wells Fargo Bank, N.A., the depositary for the offer; or
- if you are an institution participating in The Depository Trust Company, which we call the “book-entry transfer facility” in this offer to purchase, tender your shares according to the procedure for book-entry transfer described in Section 3.
- if you are a participant in the Entegris, Inc. 401(k) Savings and Profit Sharing Plan, as restated in 2005, which we refer to as the “401(k) Plan,” and you wish to tender any of your shares held in such plan, you must follow the separate instructions and procedures described in Section 3 of this offer to purchase and you must review the separate materials related to the 401(k) Plan enclosed with this offer to purchase.

If you want to tender your shares, but:

- your certificates for the shares are not immediately available or cannot be delivered to the depositary by the expiration of the offer; or
- you cannot comply with the procedure for book-entry transfer by the expiration of the offer; or
- your other required documents cannot be delivered to the depositary by the expiration of the offer,

you can still tender your shares if you comply with the guaranteed delivery procedure described in Section 3.

To tender your shares you must follow the procedures described in this offer to purchase, the letter of transmittal and the other documents related to the offer, including choosing a price at which you wish to tender your shares.

If you wish to maximize the chance that your shares will be purchased by us, you should check the box next to “Shares Tendered at a Price Determined Pursuant to The Offer” in the section of the letter of transmittal called “Price at Which You Are Tendering.” Accordingly, your tendered shares will be treated the same as shares tendered at the minimum price of \$11.00 per share.

If you have questions or need assistance, you should contact MacKenzie Partners, Inc., which is the information agent for the offer, at the address or telephone number on the back page of this offer to purchase. You may request additional copies of this offer to purchase, the letter of transmittal or the notice of guaranteed delivery from the information agent.

We have not authorized any person to make any recommendation on our behalf as to whether you should tender or refrain from tendering shares in the offer. We have not authorized any person to give any information or to make any representation on our behalf in connection with the offer other than those contained in this offer to purchase or in the related letter of transmittal. If given or made, any recommendation, information or representation must not be relied upon as having been authorized by us, the dealer managers or the information agent.

TABLE OF CONTENTS

Recapitalization	(i)
Summary Term Sheet	(ii)
Forward-looking Statements	(ix)
Risks to Non-tendering Shareholders	(xi)
Introduction	1
The Tender Offer	3
1. Number of Shares; Proration; Odd Lots	3
2. Background and Purpose of the Recapitalization Plan; Certain Effects of the Offer; Other Plans or Proposals.	6
3. Procedures for Tendering Shares.	10
4. Withdrawal Rights.	16
5. Purchase of Shares and Payment of Purchase Price.	17
6. Conditional Tender of Shares.	18
7. Conditions of the Offer.	19
8. Price Range of Shares.	20
9. Source and Amount of Funds.	21
10. Information About Us.	23
11. Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares.	24
12. Effects of The Offer on the Market for Our Shares; Registration Under the Securities Exchange Act of 1934.	27
13. Legal Matters; Regulatory Approvals.	28
14. Certain United States Federal Income Tax Consequences.	28
15. Extension of The Offer; Termination; Amendment.	32
16. Fees and Expenses.	33
17. Miscellaneous.	34

RECAPITALIZATION

The offer is an element of a recapitalization plan, which comprises (i) this offer to purchase up to 20,408,163 shares of our common stock, (ii) a bridge loan facility in an amount up to \$75 million with a syndicate of banks, financial institutions and other entities, including affiliates of the dealer managers and (iii) new borrowings, the proceeds of which will be used to pay off the bridge loan facility. We anticipate the new borrowings to consist of debt securities, convertible debt securities or a bank loan. We plan to finance this offer and pay all related fees and expenses with \$175 million of cash on hand and borrowings under our bridge loan facility. We have obtained a commitment, subject to customary conditions, from affiliates of the dealer managers to provide the bridge loan facility. In this offer to purchase, we refer to the foregoing transactions as the “Recapitalization.” The tender offer is expected to use substantially all of the proceeds from the bridge loan facility and no proceeds from the bridge loan facility are expected to be used for working capital or other general corporate purposes.

No assurance can be given that we will be able to negotiate acceptable terms for the new borrowings or that the amount of the new borrowings will be sufficient to repay the bridge loan facility, in which case we would continue to have outstanding borrowings under the bridge loan facility until such time, if any, as we are able to refinance the bridge loan facility. In addition, our access to capital is affected by prevailing conditions in the financial and capital markets and other factors beyond our control. There can be no assurance that market conditions will be favorable at the times that we require new or additional financing.

We believe that the Recapitalization is consistent with our long-term goal of maximizing shareholder value. Our board of directors has analyzed our business opportunities and challenges, including our alternatives to the Recapitalization, and has considered our existing capital structure and debt levels, including the fee and interest structures of our current debt. Our board of directors has also considered the capital structure that would result from the Recapitalization, including the fact that the company will be more highly leveraged and will have less cash on hand, and the possible effect of the Recapitalization on the liquidity of our shares as the number of shares outstanding drops from 135,322,910 shares prior to this offer to potentially as few as 114,914,747 shares after the consummation of this offer. After considering these and other factors, our board of directors also believes that the Recapitalization will result in a capital structure that is more favorable for our business model than our current model and that the offer is a good use of our financial resources and an effective means of providing value to our shareholders. The primary purpose of the offer is to provide our shareholders an opportunity to evaluate the capital structure and increased leverage expected to result from the Recapitalization and, if they desire, to sell their investment in Entegris at a negotiated price, while allowing shareholders who desire to continue their investment in our expected capital structure including the increased leverage after the Recapitalization to retain their shares and potentially benefit from (i) accretion in earnings per share (excluding the impact of the transaction expenses) which may be created by the offer and any future open market share repurchases, (ii) increased equity return opportunities available due to our higher leverage and (iii) an increased percentage ownership in Entegris.

The Recapitalization, including the offer, presents potential risks and disadvantages to our company and our continuing shareholders. See “Risks to Non-tendering Shareholders.”

SUMMARY TERM SHEET

We are providing this summary term sheet for your convenience. It highlights material information in this offer to purchase, but you should realize that it does not describe all of the details of the Recapitalization and the offer to the same extent that they are described in the body of this offer to purchase. We urge you to read the entire offer to purchase and the related letter of transmittal because they contain the full details of the offer. We have included references to the sections of this offer to purchase where you will find a more complete discussion. In this offer to purchase, we use the terms "Entegris, Inc.," "Entegris," "we," "us" and "our" to refer to Entegris, Inc. and its subsidiaries.

Who is offering to purchase my shares?

- Entegris, Inc., a Delaware corporation, is offering to purchase up to 20,408,163 shares of its outstanding common stock. See Section 1.

What will be the purchase price?

- The price range for the offer is \$11.00 to \$12.25 per share. We are conducting the offer through a procedure commonly called a "modified Dutch auction." This procedure allows you to choose a price (in multiples of \$0.05 per share) within this price range at which you are willing to sell your shares.
- We will look at the prices chosen by shareholders for all of the shares properly tendered. We will then select the lowest price that will enable us to buy 20,408,163 shares. If a lesser number of shares is tendered, we will select the price that will enable us to buy all shares that were properly tendered. All shares we purchase will be purchased at the same price, even if you have chosen a lower price, but we will not purchase any shares tendered at a price above the price selected in accordance with these procedures.
- If you wish to maximize the chance that your shares will be purchased, you should check the box next to "Shares Tendered at a Price Determined Pursuant to The Offer" in the section of the letter of transmittal called "Price at Which You Are Tendering." Accordingly, your tendered shares will be treated the same as shares tendered at the minimum price of \$11.00 per share. See Section 1.

How many shares will Entegris purchase?

- We will purchase up to 20,408,163 shares in the offer, or approximately 15% of our outstanding common stock as of May 7, 2007 subject to the terms and conditions of the offer. We also reserve the right to purchase additional shares representing up to 2% of our outstanding shares, subject to applicable legal requirements. See Sections 1 and 2.
- The offer is not conditioned on any minimum number of shares being tendered, but is subject to a number of other important conditions described below.

What will be the form of payment of the purchase price?

- If your shares are purchased in the offer, you will be paid the purchase price in cash, less any applicable withholding taxes and without interest, for all your shares that we purchase pursuant to the offer. We will pay the purchase price promptly after the offer expires, but under no circumstances will we pay interest on the purchase price, even if there is a delay in making payment. See Sections 1 and 5.

How will Entegris obtain the funds to make the payment?

- Assuming that the maximum number of shares is tendered in the offer and the purchase price is an amount between \$11.00 and \$12.25 per share, the aggregate purchase price for the shares purchased in the offer will be between approximately \$224.5 million and \$250 million.

[Table of Contents](#)

- Ÿ We anticipate that we will fund the offer from a combination of (i) \$175 million of cash on hand and (ii) the proceeds of a bridge loan facility we expect to enter into with a syndicate of banks, financial institutions and other entities, including affiliates of the dealer managers, that is expected to provide for borrowings of up to \$75 million. We have obtained a commitment from affiliates of the dealer managers, subject to customary conditions, to provide the bridge loan facility.
- Ÿ Although the bridge loan facility is expected to provide a significant portion of the funds necessary to complete the offer, our ability to draw funds under the bridge loan facility will be subject to certain conditions. Each of these conditions is described more fully in Section 9. See Sections 2 and 9.

If I tender my shares, how many of my shares will Entegris purchase?

- Ÿ All of the shares that you tender in the offer may not be purchased, even if they are tendered at or below the purchase price we select. If more than 20,408,163 shares are tendered at or below the selected purchase price, we will purchase shares from all shareholders who properly tender shares at prices equal to or below the selected price, on a pro rata basis. As a result, we will purchase the same percentage of tendered shares from each shareholder who properly tenders shares at prices equal to or below the selected price, subject to the odd lot procedures described in Section 1 and the conditional tender provisions contained in Section 6. We will announce this proration percentage, if proration is necessary, after the offer expires.
- Ÿ As we noted above, we may also choose to purchase an additional 2% of our outstanding shares, subject to applicable legal rules. See Section 1.

What is the purpose of the offer?

- Ÿ The primary purpose of the offer is to provide our shareholders with an opportunity to evaluate the capital structure and increased leverage expected to result from the Recapitalization and, if they desire, to sell their investment in Entegris at a negotiated price without the typical transaction costs associated with open market transactions, while allowing shareholders who desire to continue their investment in our expected capital structure including the increased leverage after the Recapitalization to retain their shares and potentially benefit from (i) accretion in earnings per share (excluding the impact of the transaction expenses) that we expect as a result of the offer and any future open market share repurchases, (ii) increased equity return opportunities available due to our higher leverage, and (iii) an increased percentage ownership in Entegris.
- Ÿ Our board of directors also believes that the offer will result in a capital structure that is more favorable for our business model than our current model and that the offer is a good use of our financial resources and an effective means of providing value to our shareholders.
- Ÿ The offer, and particularly the preference given to holders of fewer than 100 shares, may reduce the number of holders of our shares and thereby reduce the administrative costs of mailing securities filings and notices to such holders.
- Ÿ For a further discussion of the potential benefits and the potential risks and disadvantages of the offer, see “Risks to Non-tendering Shareholders” and Section 2.

What does the board of directors of Entegris think of the offer?

- Ÿ Our board of directors has approved the Recapitalization, including the offer. However, none of Entegris's management, our board of directors, the information agent or any of the dealer

managers are making any recommendation to you as to whether you should tender or refrain from tendering your shares or as to what price or prices you should choose to tender your shares. We are not making a recommendation as to whether you should tender shares into the offer because we believe that you should make your own decision based on your views as to the value of Entegris's shares, our prospects and the proposed capital structure and increased leverage following the Recapitalization, as well as your liquidity needs, investment objectives and other individual considerations. Each of our directors and executive officers has advised us that, other than with respect to sales made in connection with previously established 10b5-1 trading plan, they do not intend to tender any shares owned by them in the offer. You must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. You should discuss whether to tender your shares with your broker or other financial or tax advisor.

What are the significant conditions to the offer?

- The offer is not conditioned on our shareholders tendering any minimum number of shares.
- The offer is subject to a number of conditions, including, among others:
 - That there has been no legal action instituted, threatened in writing, pending or taken that challenges or affects the offer or materially and adversely affects our and our subsidiaries' business, properties, assets, liabilities, capitalization, shareholders' equity, financial condition, operations, results of operations or prospects or otherwise materially impairs the contemplated future conduct of our and our subsidiaries' business or our ability to exercise full rights of ownership or purchase and hold some or all of the shares purchased in the offer; and
 - That there has been no change or event discovered or threatened to our business, general affairs, management, financial position, stockholders equity, income, results of operations, condition (financial or otherwise), operations, or prospects or that of our subsidiaries, taken as a whole, or in the ownership of our shares, which in our reasonable judgment is or may be material to us or otherwise makes it inadvisable for us to proceed with the offer.
- We may terminate the offer, if, among other things, following the date of this offer to purchase another person or entity:
 - makes a tender offer for our shares;
 - to our knowledge and subject to exceptions, acquires or proposes to acquire more than 5% of our shares; or
 - files a notification form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 reflecting an intent to acquire Entegris or any of our shares.
- These and other conditions are described in greater detail in Section 7.

How will the offer affect the number of shares of common stock outstanding and the number of record holders of Entegris?

- As of May 7, 2007, we had 135,322,910 issued and outstanding shares of common stock. The 20,408,163 shares that we are offering to purchase pursuant to the offer represent approximately 15% of our outstanding shares of common stock. Based on the foregoing, if the offer is fully subscribed, we will have 114,914,747 shares outstanding following the purchase of shares tendered in the offer. See Section 2.
- To the extent any of our shareholders tender their shares in full and that tender is accepted in full, the number of our record holders could be reduced. See "Risks to Non-tendering Shareholders" and Section 2.

- Ÿ Shareholders who do not have their shares purchased in the offer will likely realize a proportionate increase in their relative ownership interest in Entegris. See Section 2.

Following the offer, will Entegris continue as a public company?

- Ÿ Yes. The completion of the offer in accordance with its terms and conditions will not cause Entegris to be delisted from NASDAQ Global Market or stop being subject to the periodic reporting requirements of the Securities Exchange Act of 1934. See Section 2.

How long do I have to decide whether to tender my shares in the offer? Can Entegris extend the offer past the initial expiration date?

- Ÿ You may tender your shares until the offer expires. Currently, the offer is scheduled to expire at 11:59 p.m., New York City time, on June 8, 2007. If your shares are held by a nominee or broker, it is likely that they have an earlier deadline for you to act to instruct them to accept the offer on your behalf. We urge you to contact your nominee or broker to find out their deadline.
- Ÿ We can extend the offer past this scheduled expiration date in our sole discretion. If we choose to do so, you will be able to tender your shares until 5:00 p.m., New York City time, on the day selected as the new expiration date. See Sections 1 and 16.

Can Entegris amend the terms of the offer?

- Ÿ We reserve the right in our sole discretion to amend the tender offer in any respect. See Section 16.

How do I find out if Entegris amends the terms of the offer or extends the expiration date?

- Ÿ We will announce any amendment to the tender offer by making a public announcement of the amendment. We will announce any extension of the offer no later than 9:00 a.m., New York City time, on the next business day after the last previously scheduled or announced expiration date. In the event of an extension, termination or postponement of the tender offer, we will also give written or oral notice to the depositary. See Section 16.

How do I tender my shares?

- Ÿ To tender your shares, you must complete one of the actions described under "Important Procedures" on the inside front cover page of this offer to purchase before the offer expires.
- Ÿ You may also contact the information agent or your broker for assistance. The contact information for the information agent is on the back page of this offer to purchase.
- Ÿ For a more detailed explanation of the tendering procedures, see Section 3.

Can I tender shares in the offer held in my Employee Stock Purchase Plan account?

- Ÿ Yes. Participants in our Employee Stock Purchase Plan, or ESPP, may tender all or some of their shares held in the participant's account, subject to the terms of the ESPP. Participants in the ESPP have their shares registered in the name of Smith Barney and should follow the instructions applicable to brokers and other nominees. Please contact the information agent at (800) 322-2885 (toll-free) with any questions regarding tendering shares held in the ESPP.

Can I participate in the offer if I hold vested stock options to purchase shares?

- ¶ If you hold vested but unexercised options to purchase shares, you may exercise such options in accordance with the terms of the applicable stock option plan and tender the shares received upon such exercise in accordance with the offer. An exercise of an option cannot be revoked for any reason even if shares received upon the exercise thereof and tendered in the offer are not purchased in the offer. See Section 3. If your stock options have vested you should follow the instructions in "Important Procedures" on the inside front cover of this offer to purchase and in Section 3 applicable to shares held by the broker or shares held in your own name, as applicable to you. You should evaluate this offer to purchase carefully to determine if participation would be advantageous to you, based on your stock option exercise prices, the date of your stock option grants, the years left to exercise your options and the provisions for pro rata purchases by us described in Section 1. You should also be aware that any shares we purchase in the offer, including any shares purchased through options exercised and tendered, will not be eligible to receive any future dividend payments. We strongly encourage you to discuss the offer with your tax advisor or broker.

Can I participate in the offer if I hold unvested stock options, stock awards or other restricted equity interests?

- ¶ Holders of unvested stock awards or other restricted equity interests may not tender shares or shares represented by such interests.

How do holders of vested stock options participate in the offer?

- ¶ If you hold vested but unexercised options, you must exercise such options in accordance with the terms of the applicable stock option or compensation plans and tender the shares received upon such exercise in accordance with the offer. See Instruction 13 of the letter of transmittal. You must exercise your vested options at least five business days prior to the expiration date of the offer (which, unless the offer is extended, will require you to exercise such options no later than 11:59 p.m., New York City time, on Friday, June 1, 2007) in order to provide you with sufficient time to validly tender the shares in the offer.

How do participants in our 401(k) Savings and Profit Sharing Plan participate in the offer?

- ¶ Participants in the Entegris, Inc. 401(k) Savings and Profit Sharing Plan, as restated in 2005, which we refer to in this offer to purchase as the "401(k) Plan", may not use the letter of transmittal to direct the tender of their shares held in trust under the 401(k) Plan, but instead must follow the separate instructions related to those shares in the "Letter to Participants in the Entegris 401(k) Savings and Profit Sharing Plan" sent to participants holding our common stock in the 401(k) Plan along with this offer to purchase. If you are a participant in the 401(k) Plan and wish to have the trustee of the plan tender some or all of your shares held in the 401(k) Plan, you must complete, execute and return the separate direction form included in the "Letter to Participants in the Entegris 401(k) Savings and Profit Sharing Plan" at least five business days prior to the expiration date of the offer (which, unless the offer is extended, will require you to return the form to Wells Fargo Bank, N.A. by no later than 11:59 p.m., New York City time on June 1, 2007).
- ¶ The proceeds received by the 401(k) Plan from any tender of shares from a participant's plan account will be invested in accordance with the participant's instructions and the requirements of the plan.

In what order will Entegris purchase the tendered shares?

If the terms and conditions of the offer have been satisfied or waived and more than _____ shares have been validly tendered and not validly withdrawn on or prior to the expiration of the offer, we will purchase shares in the following order of priority:

- *first*, all shares owned in “odd lots” that have been validly tendered;
- *second*, after purchase of all of the foregoing shares, all other tendered shares (other than conditionally tendered shares for which the condition was not satisfied) tendered at or below the purchase price on a pro rata basis, if necessary; and
- *third*, if necessary to permit us to purchase 20,408,163 shares (or such greater number of shares as we may elect to purchase), such shares conditionally tendered at or below the purchase price for which the condition was not initially satisfied, to the extent feasible, by random lot (to be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares). See Section 1.

If I own fewer than 100 shares and I tender all of my shares, will I be subject to proration?

- No. If you validly tender, and do not validly withdraw, your shares according to the procedures specified for holders of “odd lots,” we will purchase all of your shares without subjecting them to the proration procedure. See Section 1.

Can I tender shares in the offer subject to the condition that a specified minimum number of my shares must be purchased in the offer?

- Yes, you may tender your shares subject to this condition by following the procedures set forth in Section 6.

How and when will I be paid?

- If your shares are purchased in the offer, you will be paid the purchase price less all tax withholdings, in cash, without interest, promptly after the expiration of the offer period and the acceptance of the shares for payment. There may be tax consequences to receiving this payment. See Sections 3 and 15.
- We will pay for the shares accepted for payment by depositing the aggregate purchase price with the depositary promptly after the expiration date of the offer. The depositary will act as your agent and will transmit to you the payment for all of your shares accepted for payment. See Section 5.

Once I have tendered my shares in the offer, can I withdraw my tender?

- You can withdraw your previously tendered shares at any time before the offer expires, which is initially 11:59 p.m., New York City time, on June 8, 2007.
- In addition, after the offer expires, unless we have already accepted your tendered shares for payment, you may withdraw your shares at any time after 12:01 a.m., New York City time, on July 10, 2007. See Section 4.

How do I withdraw previously tendered shares?

- To withdraw your previously tendered shares, you must deliver a written or facsimile notice of withdrawal with the required information to the depositary while you still have the right to withdraw. If you have tendered by giving instructions to a bank, broker, dealer, trust company

or other nominee, you must instruct the broker or bank to arrange for withdrawal of your shares. Some additional requirements apply if the share certificates to be withdrawn have been delivered to the depositary, if your shares have been tendered under the procedure for book-entry transfer set forth in Section 3, if you are exercising options to tender shares or if you are tendering shares held by the 401(k) Plan. See Section 4.

Do the directors or executive officers of Entegris intend to tender their shares in the offer?

- Y Each of our directors and executive officers has advised us that, other than with respect to sales made in connection with previously established 10b5-1 trading plans, they do not intend to tender any shares owned by them in the offer. Accordingly, if we complete the offer, the proportional holdings of our directors and executive officers will likely increase. However, our directors and executive officers may, in compliance with stock ownership guidelines and applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the purchase price to be paid to our shareholders in the offer. See “Risks to Non-tendering Shareholders” and Section 11.

What are the United States federal tax consequences if I tender my shares to Entegris?

- Y Generally, you will be subject to United States federal income taxation when you receive cash from us in exchange for the shares you tender. See Section 15.
- Y The cash you receive generally will be treated either as:
- Y proceeds of a sale or exchange eligible for capital gains treatment; or
 - Y a dividend to the extent of our available current year or accumulated earnings and profits, and thereafter first as a non-taxable return of capital (to the extent of your tax basis in our stock) and then as capital gain.
 - Y in the case of foreign shareholders, because it is unclear which characterization applies, we intend to withhold 30% of the gross proceeds paid. See Section 3.

What is the market value of my shares as of a recent date?

- Y On May 9, 2007, the last full trading day before we announced the offer, the closing price per share of our common stock on the NASDAQ Global Market was \$10.33. On May 10, 2007, the last full trading day before we commenced the offer, the closing price per share was \$11.40.
- Y We urge you to obtain a current market quotation for your shares before deciding whether and, if so, at what purchase price or prices, to tender your shares. See Section 8.

Will I have to pay brokerage commissions or stock transfer taxes if I tender my shares to Entegris?

- Y If you are a registered shareholder and tender your shares directly to the depositary, you will not have to pay any brokerage commissions. If you hold shares through a broker or bank, however, you should ask your broker or bank if you will be charged a fee to tender your shares. See Section 5.
- Y If you instruct the depositary in the letter of transmittal to make payment for the shares to the registered holder, you will not incur any stock transfer tax. See Section 5.

Whom can I talk to if I have questions about the offer?

- Y Our information agent can help answer your questions. The information agent is MacKenzie Partners, Inc. You may also contact any of the dealer managers for the offer. Contact information for the information agent and each dealer manager appears on the back page of this offer to purchase.

FORWARD-LOOKING STATEMENTS

This offer to purchase contains a number of forward-looking statements, including, among others, statements dealing with the benefits that the Recapitalization, including the offer, may provide to our shareholders, the date on which we will announce the final proration factor or pay for tendered shares, the repurchase of additional shares in the future or other use of proceeds from our bridge loan facility or the refinancing of the bridge loan facility, the fees and expenses we will incur in connection with the offer, the listing and tradability of our stock after the offer is completed and the continued treatment of our shares as margin securities, our strategy, our revenue, sufficiency of our cash resources, product development, our research and development and other expenses, our operations and legal risks, prospects for our business and the semiconductor and semiconductor materials industry generally. We caution readers that the important factors set forth below, as well as factors discussed in other documents filed by us with the Securities and Exchange Commission, among others, could cause our actual results to differ materially from statements contained in this offer to purchase.

These forward-looking statements are based on current management expectations and are subject to substantial risks and uncertainties (many of which are beyond our control) which could cause actual results to differ materially from the results expressed in, or implied by, these forward-looking statements. When used herein or in such statements, the words “anticipate”, “believe”, “estimate”, “expect”, “may”, “will”, “should” or the negative thereof and similar expressions as they relate to Entegris or its management are intended to identify such forward-looking statements. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this offer except as required by law.

Important factors that could cause actual results to differ materially from those implicit in our forward-looking statements include, without limitation, the following:

- our substantial increased indebtedness as a result of the Recapitalization and our ability to incur additional indebtedness beyond that contemplated by the Recapitalization;
- our reduced public float as a result of the shares tendered that we purchase in the offer;
- the price at which we ultimately determine to purchase shares in the offer;
- the number of shares tendered in the offer;
- the number of shareholders who sell all of their shares of our stock in the offer;
- our future financial performance;
- our future cash needs;
- our ability to successfully implement cost-saving strategies;
- increases in our operating costs;
- our ability to compete domestically and internationally in our intensely competitive industry;
- our ability to retain or replace our executive officers and other key members of management and our ability to adequately staff our facilities with qualified personnel;
- our ability to pay principal and interest on our substantial debt;
- adverse legislation or regulation;
- adverse legal judgments or settlements;
- increased cyclicalities in the semiconductor industry;
- our inability to respond properly to rapid shifts in demand;
- our inability to protect and maintain our technological advantage;

[Table of Contents](#)

- the loss of large customers;
- technological advances by existing or new customers which we are not able to equal;
- reduction in margins due to increased competition; and
- lack of market acceptance of our new products, specifically our 300mm shipper products.

These and other factors are discussed in our Securities and Exchange Commission filings, including our most recent annual report on Form 10-K, which is incorporated by reference herein.

The list of factors above is illustrative, but by no means exhaustive. All forward-looking statements should be evaluated with the understanding of their inherent uncertainty. All subsequent written and oral forward-looking statements concerning the Recapitalization, including the offer, or other matters addressed in this offer to purchase and attributable to us or any person acting on our behalf are qualified by these cautionary statements. Except as required by applicable law, we do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date of this offer to purchase or to reflect the occurrence of unanticipated events.

RISKS TO NON-TENDERING SHAREHOLDERS

The Recapitalization, including this offer, presents potential risks and disadvantages to our company and our continuing shareholders. In addition to the risk factors disclosed in our annual report on Form 10-K, as supplemented by our quarterly reports on Form 10-Q, which we incorporate into this offer to purchase by reference, you should consider the following risks before deciding whether to tender your shares in this offer.

Our substantial increased indebtedness could adversely affect our business and limit our ability to plan for or respond to changes in our business.

Assuming we complete the Recapitalization substantially as contemplated and we purchase the maximum number of shares contemplated by the offer, we will incur a substantial amount of indebtedness. In addition, none of the proceeds from the bridge loan facility are expected to be used for working capital or other general corporate purposes. We may also incur additional debt following the Recapitalization, which would not be prohibited under the terms of the agreement governing our bridge loan facility. Our substantial indebtedness and the fact that a significant portion of our cash flow from operations must be used to make principal and interest payments on our indebtedness could have important consequences to our business and our continuing shareholders. For example, they could:

- make it more difficult for us to satisfy our obligations with respect to our debt agreements;
- increase our vulnerability to general adverse economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow for other purposes; and
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, thereby placing us at a competitive disadvantage compared to our competitors that may have less debt.

In addition, financial and other covenants we agree to with our lenders will limit our ability to incur additional indebtedness, make investments, pay dividends and engage in other transactions, and the leverage may cause potential lenders to be less willing to loan funds to us in the future. Our failure to comply with these covenants could result in an event of default that, if not waived or cured, could result in the acceleration of repayment of all of our indebtedness.

Assuming we purchase the maximum number of shares contemplated by the offer, we expect to fund a portion of the purchase of the shares tendered and pay all related fees and expenses by drawing on a bridge loan facility. If we are unable to repay or refinance the bridge loan facility, it could have a significant negative effect on our financial condition.

We expect to enter into a bridge loan facility to fund the Recapitalization. All borrowings under the bridge loan facility are expected to be subject to the satisfaction of customary closing conditions, including the absence of a default and the accuracy of representations and warranties.

The bridge loan facility is expected to be for a one-year term, but the bridge loans may be converted into term loans maturing on the eighth anniversary of the initial drawing, subject to certain terms and conditions. We expect to refinance our borrowings under the bridge loan facility with new borrowings, which may include debt securities, convertible debt securities or borrowings under a new bank loan.

If we are unable to refinance or repay the amounts outstanding under the bridge loan facility prior to the expiration of the initial one-year term, our financial position, results of operations and business

could be adversely affected. If we are unable to refinance or repay amounts under the bridge loan facility prior to the expiration of the eight-year term applicable to the such debt, such failure would be an event of default under the credit agreement that governs the bridge loan facility.

No assurance can be given that any refinancing or additional financing will be possible when needed or that we will be able to negotiate acceptable terms. In addition, our access to capital is affected by prevailing conditions in the financial and capital markets and other factors beyond our control. There can be no assurance that market conditions will be favorable at the times that we require new or additional financing.

Our bridge loan facility will have restrictive terms, and our failure to comply with any of these terms could put us in default, which would have an adverse effect on our business and prospects.

We expect to enter into a bridge loan facility that will include negative covenants, subject to exceptions, restricting or limiting our ability and the ability of our subsidiaries to, among other things:

- sell assets;
- alter the business we conduct;
- engage in mergers, acquisitions and other business combinations;
- declare dividends or redeem or repurchase capital stock;
- incur, assume or permit to exist additional indebtedness or guarantees;
- make loans and investments;
- incur liens;
- prepay, redeem or purchase certain subordinated indebtedness; and
- enter into transactions with affiliates.

A breach of any of these covenants could result in a default under the bridge loan facility.

Our directors and officers do not intend to tender any shares owned by them in the offer, and as a result, their ownership percentage will likely increase.

Our directors and executive officers have advised us that, other than with respect to sales made in connection with previously established 10b5-1 trading plans, they do not intend to tender any shares owned by them in the offer. Thus, the offer will likely increase the relative voting power of our directors and executive officers.

After the completion of the offer, our common stock will have a smaller public float, which could result in reduced liquidity for our common stock and greater volatility in the market price of our common stock.

As of May 7, 2007, approximately 128,000,000 shares of our common stock were held by non-affiliated shareholders. Assuming the offer is fully subscribed, we will have approximately 114,914,747 shares outstanding after the Recapitalization. Historically, the common stock of a company with a smaller public float has been less liquid than the common stock of a company with broader public ownership, and the trading prices for the common stock of a company with a smaller public float may be more volatile than generally may be the case for more widely held common stock. Among other things, a decreased trading volume of our common stock may have a greater impact on

the trading price of our common stock than would be the case if our public float were larger. We cannot predict the prices at which our common stock will trade in the future. Expected future open market purchases, if authorized, would further reduce our public float.

Future sales of shares of our common stock not purchased by us in this offer may be made on terms more favorable than the offer.

Shareholders who do not tender their shares pursuant to the offer and shareholders who otherwise retain an equity interest in us as a result of a partial tender of shares or proration will continue to be owners of our common stock. As a result, if we complete the offer, those shareholders will likely realize a proportionate increase in their relative equity interest in us. Shareholders may be able to sell non-tendered shares in the future on the open market, or otherwise, at a net price significantly higher than the purchase price in the offer. We can give no assurance as to the price at which a shareholder may be able to sell its shares in the future.

We may in the future purchase additional shares on the open market, in private transactions, through tender offers or otherwise. Any additional purchases may be on the same terms or on terms that are more favorable or less favorable to shareholders than the terms of the offer. However, SEC Rule 13e-4(f)(6) prohibits us and our affiliates from purchasing any shares, other than pursuant to the offer, until at least ten business days after the expiration or earlier termination of the offer.

INTRODUCTION

To the Holders of Common Stock of Entegris, Inc.:

Entegris, Inc., a Delaware corporation, invites its shareholders to tender up to 20,408,163 shares of our common stock, par value \$0.01 per share, for purchase by Entegris at prices not less than \$11.00 nor greater than \$12.25 per share in cash, without interest, as specified by tendering shareholders, upon the terms and subject to the conditions set forth in this offer to purchase and the related letter of transmittal, which together constitute the “offer.”

The offer is an element of a recapitalization plan, which comprises (i) this offer to purchase up to 20,408,163 shares of our common stock, (ii) a bridge loan facility in an amount up to \$75 million with a syndicate of banks, financial institutions and other entities, including affiliates of the dealer managers and (iii) new borrowings, the proceeds of which will be used to pay off the bridge loan facility. We anticipate the new borrowings to consist of debt securities, convertible debt securities or a bank loan. We plan to finance this offer with \$175 million of cash on hand and borrowings under our bridge loan facility. We have obtained a commitment, subject to customary conditions, from affiliates of the dealer managers to provide the bridge loan facility. In this offer to purchase, we refer to the foregoing transactions as the “Recapitalization.” The tender offer is expected to use substantially all of the proceeds from the bridge loan facility and no proceeds from the bridge loan facility are expected to be used for working capital or other general corporate purposes.

No assurance can be given that we will be able to negotiate acceptable terms for the new borrowings or that the amount of the new borrowings will be sufficient to repay the bridge loan facility, in which case we would continue to have outstanding borrowings under the bridge loan facility until such time, if any, as we are able to refinance the bridge loan facility. In addition, our access to capital is affected by prevailing conditions in the financial and capital markets and other factors beyond our control. There can be no assurance that market conditions will be favorable at the times that we require new or additional financing.

In the offer, we will select the lowest purchase price that will enable us to purchase 20,408,163 shares or, if a lesser number of shares are validly tendered, all shares that are validly tendered and not validly withdrawn, subject to the terms and conditions of the offer. All shares acquired in the offer will be acquired at the purchase price regardless of whether a shareholder tendered any shares at a lower price.

We reserve the right, in our sole discretion, to purchase more than 20,408,163 shares in the offer by amending the terms of the offer to reflect this change in the manner set forth in Section 16. In accordance with applicable regulations of the Securities and Exchange Commission, we may, and we reserve the right to, purchase pursuant to the offer an additional amount of shares not to exceed 2% of our outstanding shares (approximately 2,706,458 shares) without amending or extending the offer. See Section 5.

We will purchase only those shares validly tendered at prices at or below the purchase price, and not validly withdrawn. However, because of the “odd lot” priority, proration and conditional tender provisions described in this offer to purchase, we will not purchase all of the shares tendered at or below the purchase price if more than the number of shares we seek are tendered. We will return shares tendered at prices in excess of the purchase price and shares we do not purchase because of the “odd lot” priority, proration or conditional tenders promptly following the expiration of the offer.

Tendering shareholders whose shares are registered in their own names and who validly tender their shares directly to Wells Fargo Bank, N.A., the depositary for the offer, will not be obligated to pay

brokerage fees or commissions or, except as set forth in Instruction 7 of the letter of transmittal, stock transfer taxes on the purchase of shares by us in the offer. If you own your shares through a bank, broker, dealer, trust company or other nominee and that person tenders your shares on your behalf, that person may charge you a fee for doing so. You should consult your bank, broker, dealer, trust company or other nominee to determine whether any charges will apply.

The offer is not conditioned on a minimum number of shares being tendered. The offer, however, is subject to other important conditions. See Section 7.

Our board of directors has approved the offer. However, none of Entegris, Inc., our board of directors, the information agent or any of the dealer managers is making any recommendation to you as to whether you should tender or refrain from tendering your shares or as to what price or prices you should choose to tender your shares. We are not making a recommendation as to whether you should tender shares into the offer because we believe that you should make your own decision based on your views as to the value of Entegris's shares, our prospects and the proposed capital structure and increased leverage following the Recapitalization, as well as your liquidity needs, investment objectives and other individual considerations. Each of our directors and executive officers has advised us that, other than with respect to sales made in connection with previously established 10b5-1 trading plans, they do not intend to tender any shares owned by them in the offer. You must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. You should discuss whether to tender your shares with your broker or other financial or tax advisor.

Each of our directors and executive officers has advised us that, other than with respect to sales made in connection with previously established 10b5-1 trading plans, they do not intend to tender any shares owned by them in the offer. Accordingly, if we complete the offer the proportional holdings of our directors and executive officers will likely increase. However, our directors and executive officers may, in compliance with stock ownership guidelines and applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the purchase price to be paid to our shareholders in the offer. See "Risks to Non-tendering Shareholders" and Section 11.

As of May 7, 2007, there were approximately 135,322,910 shares issued and outstanding. The 20,408,163 shares that we are offering to purchase pursuant to the offer represent approximately 15% of our outstanding shares of common stock. Based on the foregoing, if the offer is fully subscribed, we will have 114,914,747 shares outstanding following the purchase of shares tendered in the offer. The actual number of shares outstanding will depend on the number of shares tendered and purchased in the offer. See Section 2.

Our common stock is listed and traded on the NASDAQ Global Market under the symbol "ENTG." On May 9, 2007, the last full trading day before we announced our intention to make the offer, the closing price of our common stock as reported on NASDAQ was \$10.33 per share. On May 10, 2007, the last full trading day before we commenced the offer, the closing price of our common stock as reported on NASDAQ was \$11.40 per share. You are urged to obtain current market quotations for our common stock before deciding whether and, if so, at what purchase price or purchase prices, to tender your shares. See Section 8.

This offer to purchase and the related letter of transmittal contain important information that you should read carefully before you make any decision regarding the offer.

THE TENDER OFFER

1. Number of Shares; Proration; Odd Lots

On the terms and subject to the conditions of the offer, we will accept for payment and thereby purchase 20,408,163 shares of our voting common stock, or such lesser number of shares as are validly tendered before the expiration date and not withdrawn in accordance with Section 4, at a cash price not less than \$11.00 nor greater than \$12.25 per share, without interest.

For purposes of the offer, the term “expiration date” means 11:59 p.m., New York City time, on June 8, 2007, unless and until we in our sole discretion extend the period of time during which the offer will remain open. If extended by us, the term “expiration date” will refer to the latest time and date at which the offer, as extended, will expire. See Section 16 for a description of our right to extend, delay, terminate or amend the offer.

We will select the lowest purchase price that will enable us to purchase 20,408,163 shares, or such lesser number as are validly tendered and not withdrawn, in the offer.

We reserve the right, in our sole discretion, to purchase more than 20,408,163 shares in the offer by amending the terms of the offer to reflect this change in the manner set forth in Section 16.

In accordance with Instruction 5 of the letter of transmittal, shareholders desiring to tender shares must specify the price or prices, not less than \$11.00 per share nor greater than \$12.25 per share, at which they are willing to sell their shares. Prices may be specified in increments of \$0.05 per share. Alternatively, shareholders desiring to tender shares can choose not to specify a price and, instead, specify that they will sell their shares at the purchase price selected by us for shares properly tendered in the offer. Shares tendered without a specified price will be treated the same as shares tendered at the minimum price of \$11.00 and could result in the tendering shareholder receiving a price per share as low as \$11.00.

Promptly following the expiration date, we will select the purchase price for shares properly tendered and not properly withdrawn, taking into account the number of shares tendered and the prices specified by tendering shareholders. We will select the lowest purchase price between \$11.00 and \$12.25, net per share in cash, without interest, that will enable us to purchase 20,408,163 shares, or such lesser number of shares as are properly tendered.

Shares properly tendered at or below that purchase price and not properly withdrawn will be purchased at the selected purchase price upon the terms and conditions of the offer, including the proration and conditional tender provisions described below. If more than 20,408,163 shares are tendered at or below the purchase price we select, shares tendered at or below the purchase price will be subject to proration. See Section 5 for a more detailed description of our purchase of and payment for tendered shares.

All shares we purchase will be purchased at the same price, even if you have specified a lower price. However, we will not purchase any shares tendered at a price above the purchase price we select using the procedures described above.

All shares tendered and not purchased, including shares tendered at prices above the purchase price we select and shares not purchased because of the odd lot priority, proration or the conditional tender procedures, will be returned to you at our expense promptly following the expiration date.

[Table of Contents](#)

shares are purchased in the offer. In addition, you can tender different portions of your shares at different prices by completing separate letters of transmittal for each price at which you wish to tender shares.

If we:

- increase or decrease the price to be paid for shares; or
- increase the number of shares being sought and such increase in the number of shares being sought exceeds 2% of our outstanding shares; or
- decrease the number of shares being sought; or
- materially change the soliciting fees to be paid to our dealer managers,

then the offer must remain open, or will be extended until at least ten business days from, and including, the date that notice of such change is first published, sent or given in the manner specified in Section 16. For purposes of the offer, a “business day” means any day other than a Saturday, Sunday or United States federal holiday and consists of the time period from 12:01 a.m. through 12:00 midnight, New York City time.

We also expressly reserve the right, in our sole discretion, at any time and from time to time, and regardless of whether or not any of the events set forth in Section 7, “Conditions of the Offer,” shall have occurred or shall be deemed by us to have occurred, to extend the period of time during which the offer is open and thereby delay acceptance for payment of, and payment for, any shares by giving oral or written notice of such extension to the depositary and making a public announcement of such extension. See Section 16.

In calculating the number of shares to be accepted for payment and the purchase price pursuant to the procedures described in this offer to purchase, we will add to the total number of shares tendered at the minimum price of \$11.00 the number of shares tendered by shareholders who have indicated, in the appropriate box in the letter of transmittal, that they are willing to accept the price determined in the offer. Accordingly, shares tendered at the price determined in the offer will be treated the same as shares tendered at \$11.00. However, as discussed above, shares properly tendered and accepted for purchase will all be purchased at the same price, even if the purchase price we select is higher than the price at which the shares were tendered.

The offer is not conditioned on any minimum number of shares being tendered. The offer, however, is subject to other important conditions.

Priority of Purchase. Upon the terms and subject to the conditions of the offer, if 20,408,163 or fewer shares are properly tendered at or below the purchase price and not properly withdrawn, we will purchase all shares properly tendered and not properly withdrawn.

Upon the terms and subject to the conditions of the offer, if more than 20,408,163 shares are properly tendered at or below the purchase price and not properly withdrawn, subject to the conditional tender procedures described in Section 6, we will purchase shares in the following order of priority:

- *first*, all such shares owned beneficially or of record by a holder of fewer than 100 shares of common stock who validly tenders all of such shares (partial tenders will not qualify for this preference) and completes, or whose broker, bank or other nominee completes, the section captioned “Odd Lots” in the letter of transmittal and, if applicable, in the Notice of Guaranteed Delivery;
- *second*, after purchase of all of the foregoing shares, all other shares (other than conditionally tendered shares for which the condition was not satisfied) tendered at or below the purchase

price on a pro rata basis, if necessary (with appropriate rounding adjustments to avoid purchases of fractional shares); and

- Y *third*, if necessary to permit us to purchase 20,408,163 shares (or such greater number of shares as we may elect to purchase), shares conditionally tendered at or below the purchase price for which the condition was not initially satisfied, to the extent feasible, by random lot (to be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares).

In accordance with Instruction 5 of the letter of transmittal, shareholders desiring to tender shares must specify the price or prices, not less than \$11.00, nor greater than \$12.25 per share, at which they are willing to sell their shares to us in the offer. Alternatively, shareholders desiring to tender shares can choose not to specify a price and, instead, elect to tender their shares at the purchase price ultimately paid for shares validly tendered and not validly withdrawn in the offer, which could result in the tendering shareholder receiving a price per share as low as \$11.00. As promptly as practicable following the expiration time of the offer, we will, in our sole discretion, determine the purchase price that we will pay for shares validly tendered and not validly withdrawn, taking into account the number of shares tendered and the prices specified by tendering shareholders. We will select the lowest purchase price that will enable us to purchase 20,408,163 shares or, if a lesser number of shares are validly tendered, all shares that are validly tendered and not validly withdrawn. By following the instructions in the letter of transmittal, shareholders can specify one minimum price for a specified portion of their shares and a different minimum price for other specified shares, but a separate letter of transmittal must be submitted for shares tendered at each price.

Proration. In the event of an over-subscription from the shareholders in the offer, shares tendered will be subject to proration, except for “odd lots,” which are described below. We will determine the final proration factor as promptly as practicable after the expiration date. Subject to the conditional tender procedures described in Section 6, proration for each shareholder tendering shares will be based on the ratio of the number of shares properly tendered and not properly withdrawn by the shareholder at or below the purchase price selected by us to the total number of shares tendered by all shareholders at or below the purchase price selected by us. This ratio will be applied to shareholders tendering shares to determine the number of shares that will be purchased from each tendering shareholder in the offer.

Because of the potential difficulty in determining the number of shares properly tendered and not properly withdrawn, including shares tendered by guaranteed delivery procedures as described in Section 3, and because of the conditional tender procedures described in Section 6, we may not be able to announce the final proration percentage or commence payment for any shares purchased under the offer immediately following the expiration of the offer. In such cases, it could be seven to ten business days after the expiration date before we are able to commence payment for the tendered shares. The preliminary results of any proration will be announced by press release promptly after the expiration date. Shareholders may obtain preliminary proration information from the information agent and may be able to obtain this information from their brokers.

As described in Section 15, the number of shares that we will purchase from a shareholder may affect the United States federal income tax consequences to the shareholder and, therefore, may be relevant to a shareholder’s decision whether to tender shares. The letter of transmittal affords each tendering shareholder the opportunity to designate (by certificate) the order of priority in which such shareholder wishes the shares it tenders to be purchased in the event of proration. In addition, shareholders may choose to submit a “conditional tender” under the procedures discussed in Section 6 in order to structure their tender for federal income tax reasons.

We will mail this offer to purchase and the related letter of transmittal to record holders of shares as of May 8, 2007 and will furnish them to brokers, banks and similar persons whose names, or the names of whose nominees, appear on our shareholder list or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of shares.

Odd Lots. The term "odd lots" means all shares tendered at prices at or below the purchase price by a shareholder who owns beneficially or of record a total of fewer than 100 shares (such shareholder, an "odd lot holder") and so certified in the appropriate place on the letter of transmittal and, if applicable, on the Notice of Guaranteed Delivery. To qualify for the priority preference for odd lots, an odd lot holder must tender all shares owned in accordance with the procedures described in Section 3, "Procedures for Tendering Shares." Odd lots will be accepted for payment before any proration of the purchase of other tendered shares. This preference is not available to partial tenders or to beneficial or record holders of an aggregate of 100 or more shares, even if these holders have separate accounts or certificates representing fewer than 100 shares. By validly tendering shares in the offer, an odd lot holder who holds shares in its name and tenders its shares directly to the depository would not only avoid the payment of brokerage commissions, but also would avoid any applicable odd lot discounts in a sale of the holder's shares. Any odd lot holder wishing to tender all shares held pursuant to the offer should complete the section entitled "Odd Lots" in the letter of transmittal and, if applicable, in the notice of guaranteed delivery.

2. Background and Purpose of the Recapitalization Plan; Certain Effects of the Offer; Other Plans or Proposals.

Background and Purpose of the Recapitalization Plan

Background of the Recapitalization Plan.

The offer is an element of a recapitalization plan, which comprises (i) this offer to purchase up to 20,408,163 shares of our common stock, (ii) a bridge loan facility in an amount up to \$75 million with a syndicate of banks, financial institutions and other entities, including affiliates of the dealer managers and (iii) new borrowings, the proceeds of which will be used to pay off the bridge loan facility. We anticipate the new borrowings to consist of debt securities, convertible debt securities or a bank loan. We plan to finance this offer with \$175 million of cash on hand and borrowings under our bridge loan facility. We have obtained a commitment, subject to customary conditions, from affiliates of the dealer managers to provide the bridge loan facility. In this offer to purchase, we refer to the foregoing transactions as the "Recapitalization." The tender offer is expected to use substantially all of the proceeds from the bridge loan facility and no proceeds from the bridge loan facility are expected to be used for working capital or other general corporate purposes.

No assurance can be given that we will be able to negotiate acceptable terms for the new borrowings or that the amount of the new borrowings will be sufficient to repay the bridge loan facility, in which case we would continue to have outstanding borrowings under the bridge loan facility until such time, if any, as we are able to refinance the bridge loan facility. In addition, our access to capital is affected by prevailing conditions in the financial and capital markets and other factors beyond our control. There can be no assurance that market conditions will be favorable at the times that we require new or additional financing.

If the maximum number of shares is tendered in the offer and the purchase price is an amount between \$11.00 and \$12.25 per share, the aggregate purchase price for the shares purchased in the offer will be between approximately \$224.5 million and \$250 million.

We have determined that a prudent use of a portion of our cash on hand and the funds we anticipate will be available to us through the bridge loan facility, is to return capital to our existing securityholders. We believe that the Recapitalization is consistent with our long-term goal of maximizing shareholder value. Our board of directors has analyzed our business opportunities and challenges, including our alternatives to the Recapitalization, and has considered our existing capital structure and debt levels. Our board of directors has also considered the capital structure that would result from the Recapitalization, including the fact that the company will be more highly leveraged. After considering this and other factors, our board of directors believes that the Recapitalization would result in a capital structure that is appropriate for our business model and that the Recapitalization is a prudent use of our financial resources and an effective means of providing value to our shareholders, while retaining the flexibility to take advantage of future opportunities.

Bridge loan facility. In connection with the offer we expect that, Entegris, Inc., will enter into a bridge loan agreement with a syndicate of banks, financial institutions and other entities, including affiliates of the dealer managers, and Goldman Sachs Credit Partners L.P., as administrative agent, which we refer to in this offer to purchase as the bridge loan facility. Under the terms of the bridge loan facility, we expect to have the ability to borrow up to \$75 million, subject to certain terms and conditions. The bridge loan facility is expected to consist of a \$75 million term loan that we may borrow in a single drawing at close. See Section 9.

Future purchases of our stock. Subject to board approval, we expect, from time to time and as circumstances permit, to acquire shares of our common stock in open market transactions or privately negotiated transactions. We anticipate that such purchases would be made subject to future repurchase plans, market conditions, the trading price of our common stock and other considerations.

Purpose of the Recapitalization Plan.

We believe that the Recapitalization is consistent with our long-term goal of maximizing shareholder value. Our board of directors has analyzed our business opportunities and challenges, including our alternatives to the Recapitalization, and has considered our existing capital structure and debt levels. Our board of directors has also considered the capital structure that would result from the Recapitalization, including the fact that the company will be more highly leveraged. After considering these and other factors, our board of directors believes that the Recapitalization would result in a capital structure that is appropriate for our business model and that the Recapitalization is a prudent use of our financial resources and an effective means of providing value to our shareholders, while retaining the flexibility to take advantage of future opportunities.

As part of the Recapitalization, our board of directors determined to conduct a “modified Dutch auction” tender offer at a price range of \$11.00 to \$12.25 for the shares after considering, among other things, the general benefits and advantages afforded to the company by revising its capital structure through the Recapitalization, recent stock trading ranges and volumes for our common stock, various self tender offers effected by other companies, liquidity opportunities available to our shareholders, and our results of operations, current financial condition and expected future cash needs.

The primary purpose of the offer is to provide our shareholders with an opportunity to evaluate the capital structure and increased leverage expected to result from the Recapitalization and, if they desire, to sell their investment in Entegris at a negotiated price without the typical transaction costs associated with open market transactions, while allowing shareholders who desire to continue their investment in our expected capital structure including the increased leverage after the Recapitalization to retain their shares and potentially benefit from (i) accretion in earnings per share (excluding the impact of the transaction expenses) that we expect as a result of the offer and any future open market share repurchases, (ii) increased equity return opportunities available due to our higher leverage, and (iii) an increased percentage ownership in Entegris.

Furthermore, odd lot holders who hold shares registered in their names and tender their shares directly to the depositary and whose shares are purchased in the offer will avoid not only the payment of brokerage commissions but also any applicable odd-lot discounts that might be payable on sales of their shares in transactions on the NASDAQ.

After the Recapitalization is completed, we believe that our anticipated cash flow from operations, our access to credit facilities and capital markets and our financial condition will be adequate for our needs. However, actual experience may differ significantly from our expectations. See “Forward Looking Statements.” In considering the Recapitalization and, in particular, the offer, our management and our board of directors took into account the expected financial impact of the Recapitalization, including the offer and other transactions.

Our board of directors has approved the Recapitalization, including the offer. However, none of Entegris, our board of directors, the information agent or any of the dealer managers is making any recommendation to you as to whether you should tender or refrain from tendering your shares or as to what price or prices you should choose to tender your shares. We are not making a recommendation as to whether you should tender shares into the offer because we believe that you should make your own decision based on your views as to the value of Entegris’s shares, our prospects and the proposed capital structure and increased leverage following the recapitalization, as well as your liquidity needs, investment objectives and other individual considerations. Each of our directors and executive officers has advised us that, other than with respect to sales made in connection with previously established 10b5-1 trading plans, they do not intend to tender any shares owned by them in the offer. You must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. In doing so, you should consider our reasons for making the offer.

Certain Effects of the Offer.

The Recapitalization and the offer present potential risks and disadvantages to us and our continuing shareholders. If we incur all of the indebtedness contemplated by the Recapitalization that will be used to fund the offer, our indebtedness and interest expense will increase significantly and the terms of any future indebtedness may be adversely affected.

As a result of the offer and the related borrowings under the bridge loan facility, our indebtedness will increase substantially in relation to our shareholders’ equity. In addition, the offer will reduce our “public float,” which is the number of shares owned by outside shareholders and available for trading in the securities markets. This may result in lower stock prices or reduced liquidity in the trading market for our shares in the future as well as increased volatility of our share price. See Section 11. Future open market purchases, if authorized, would further reduce our public float.

Shareholders who do not tender their shares pursuant to the offer and shareholders who otherwise retain an equity interest in Entegris as a result of a partial tender of shares or a proration will continue to be owners of Entegris. As a result, those shareholders will likely realize a proportionate increase in their relative equity interest in Entegris and, thus, in our future earnings and assets, if any, and will bear the attendant risks associated with owning our equity securities, including risks resulting from our purchase of shares. These risks include our substantial increased indebtedness as a result of the Recapitalization and our reduced public float. See “Risks to Non-tendering Shareholders.”

We can give no assurance that we will not issue additional shares or equity interests in the future. Shareholders may be able to sell non-tendered shares in the future on NASDAQ or otherwise, at a net price which may be significantly higher than the purchase price in the offer. We can give no assurance,

however, as to the price at which a shareholder may be able to sell his or her shares in the future, which may be higher or lower than the purchase price paid by us in the offer.

Each of our directors and executive officers has advised us that, other than with respect to sales made in connection with previously established 10b5-1 trading plans, they do not intend to tender any shares owned by them in the offer. Accordingly, if we complete the offer the proportional holdings of our directors and executive officers will likely increase. However, our directors and executive officers may, in compliance with stock ownership guidelines and applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the purchase price to be paid to our shareholders in the offer.

We expect in the future to purchase additional shares in the open market subject to market conditions. We may also purchase shares in private transactions, tender offers or otherwise. Any of these purchases may be on the same terms as, or on terms more or less favorable to shareholders than, the terms of the offer. However, Rule 13e-4 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), generally prohibits us and our affiliates from purchasing any shares, other than through the offer, until at least 11 business days after the expiration or termination of the offer, except pursuant to certain limited exceptions provided in Rule 14e-5 of the Exchange Act. Any possible future purchases by us will depend on many factors, including the market price of the shares, the results of the offer, our business and financial position and general economic and market conditions.

Shares acquired pursuant to the offer will be canceled and returned to the status of authorized but unissued stock, and will be available for us to issue without further shareholder action except as required by applicable law or the rules of the NASDAQ or any securities exchange on which the shares are then listed, for purposes including, without limitation, the acquisition of other businesses, the raising of additional capital for use in our business and the satisfaction of obligations under existing or future employee benefit or compensation programs or stock plans or compensation programs for directors. We have no current plans for issuance of the shares purchased in the offer.

Other Plans or Proposals.

Except as described in this offer to purchase, we currently have no plans or proposals that relate to or would result in:

- an extraordinary transaction, such as a merger, reorganization or liquidation, involving us or any of our subsidiaries;
- a purchase, sale or transfer of an amount of our assets or any of our subsidiaries’ assets that would be material to us and our subsidiaries, taken as a whole;
- any change in our present board of directors or management;
- any other material change in our corporate structure or business;
- a class of our equity securities being delisted from a national securities exchange or ceasing to be authorized to be quoted in an automated quotation system of a registered national securities association;
- a class of our equity securities becoming eligible for termination of registration under the Exchange Act;
- the suspension of our obligation to file reports under the Exchange Act;
- the acquisition by any person of additional securities of ours or the disposition of our securities; or

• any changes in our charter, bylaws or other governing instruments or other acquisitions that could impede acquisition or control of us.

Although we do not currently have any plans, other than as described in this offer to purchase, that relate to or would result in any of the events discussed above, we continue to evaluate opportunities for increasing shareholder value and we may undertake or plan actions that relate to or could result in one or more of these events.

3. Procedures for Tendering Shares.

Proper Tender of Shares. For shares to be properly tendered, EITHER (1) OR (2) below must happen:

(1) The depositary must receive all of the following before 11:59 p.m., New York City Time, on the expiration date at the depositary's address on the back page of this offer to purchase:

- either (a) the certificates for the shares, or (b) in the case of tendered shares delivered in accordance with the procedures for book-entry transfer we describe below, a confirmation of receipt of the shares; and
- either (a) a properly completed and executed letter of transmittal or a manually executed facsimile of it, including any required signature guarantees, or (b) in the case of a book-entry transfer, an "agent's message" of the type we describe below; and
- any other documents required by the letter of transmittal.

(2) You must comply with the guaranteed delivery procedure set forth below.

In accordance with Instruction 5 of the letter of transmittal, if you want to tender your shares you must properly complete the pricing section of the letter of transmittal, which is called "Price at Which You Are Tendering." A tender of shares will be proper if, and only if, this pricing section is properly completed.

- If you wish to maximize the chance that your shares will be purchased at the purchase price determined by us, you should check the box in the section of the letter of transmittal next to "Shares Tendered at a Price Determined Pursuant to The Offer." This means that you will accept the purchase price selected by us in accordance with the terms of the offer, and your tendered shares will be treated the same as shares tendered at the minimum price of \$11.00 per share. Note that this election could result in your shares being purchased at the minimum price of \$11.00 per share.
- If you wish to indicate a specific price (in multiples of \$0.05 per share) at which your shares are being tendered, you must check ONE box in the section of the letter of transmittal next to "Shares Tendered at a Price Determined by You." You should be aware that this election could mean that none of your shares will be purchased if you choose a price that is higher than the purchase price we eventually select after the expiration date.

If you want to tender portions of your shares at different prices you must complete a separate letter of transmittal for each portion of your shares that you want to tender at a different price. However, the same shares cannot be tendered (unless properly withdrawn previously in accordance with Section 4) at more than one price. To tender shares properly, one and only one price box must be checked in the "Price at Which You Are Tendering" section on each letter of transmittal.

Odd lot holders who tender all their shares must also complete the section captioned "Odd Lots" in the letter of transmittal and, if applicable, in the Notice of Guaranteed Delivery, to qualify for the preferential treatment available to odd lot holders as set forth in Section 1.

If you tender your shares directly to the depository, you will not have to pay any brokerage commissions. If you hold shares through a broker or bank, however, you should ask your broker or bank if you will be charged a fee to tender your shares through the broker or bank.

Endorsements and Signature Guarantees. Depending on how your shares are registered and to whom you want deliveries made, you may need to have your certificates endorsed and the signatures on the letter of transmittal and endorsement guaranteed by an “eligible guarantor institution,” as such term is defined in Rule 17Ad-15 under the Exchange Act. No endorsement or signature guarantee is required if:

- the letter of transmittal is signed by the registered holder of the shares tendered (which, for purposes of this Section 3, includes any participant in The Depository Trust Company, referred to as the “book-entry transfer facility,” whose name appears on a security position listing as the owner of the shares) exactly as the name of the registered holder appears on the certificate(s) for the shares and payment and delivery are to be made directly to the holder, unless the holder has completed the box captioned “Special Delivery Instructions” on the letter of transmittal; or
- shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity that is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity that is also an “eligible guarantor institution,” as such term is defined in Rule 17Ad-15 under the Exchange Act, each such entity, referred to as an “eligible guarantor institution.”

See Instruction 1 of the letter of transmittal.

If a certificate for shares is registered in the name of a person other than the person executing a letter of transmittal or you are completing the box captioned “Special Delivery Instructions” in the letter of transmittal, then:

- your certificates must be endorsed or accompanied by an appropriate stock power, in either case signed exactly as the name of the registered holder appears on the certificates; and
- the signature on (1) the letter of transmittal, and (2) on your endorsed certificates or stock power must be guaranteed by an eligible guarantor institution.

Method of Delivery. Payment for shares tendered and accepted for payment under the offer will be made only after timely receipt by the depository of all of the following:

- certificates for those shares or a timely confirmation of the book-entry transfer of those shares into the depository's account at the book-entry transfer facility as described below;
- one of (a) a properly completed and duly executed letter of transmittal or a manually signed facsimile of it, including any required signature guarantees, or (b) an agent's message as described below in the case of a book-entry transfer; and
- any other documents required by the letter of transmittal.

The method of delivery of all documents, including share certificates, the letter of transmittal and any other required documents, is at your election and risk. If you decide to make delivery by mail, we recommend you use registered mail with return receipt requested, properly insured. In all cases, sufficient time should be allowed to insure timely delivery.

All deliveries made in connection with the offer, including a letter of transmittal and certificates for shares, must be made to the depository and not to us, the dealer managers, the

information agent or the book-entry transfer facility. Any documents delivered to us, the dealer managers, the information agent or the book-entry transfer facility will not be forwarded to the depositary and therefore will not be deemed to be properly tendered.

Book-Entry Delivery. The depositary will establish an account with respect to the shares at the book-entry transfer facility for purposes of the offer within two business days after the date of this offer to purchase. Any institution that is a participant in the book-entry transfer facility's system may make book-entry delivery of the shares by causing that facility to transfer those shares into the depositary's account in accordance with that facility's procedure for the transfer. Even if delivery of shares is made through book-entry transfer into the depositary's account at the book-entry transfer facility, EITHER (1) OR (2) below must occur:

(1) The depositary must receive all of the following before 11:59 p.m., New York City Time, on the expiration date at the depositary's address on the back page of this offer to purchase:

- one of (a) a properly completed and executed letter of transmittal or a manually executed facsimile of it, including any required signature guarantees, or (b) an agent's message as described below in the case of a book-entry transfer; and
- any other documents required by the letter of transmittal; or

(2) The guaranteed delivery procedure described below must be followed.

Delivery of the letter of transmittal or any other required documents to the book-entry transfer facility does not constitute delivery to the depositary.

The term "agent's message" means a message transmitted by the book-entry transfer facility to, and received by, the depositary, which states that the book-entry transfer facility has received an express acknowledgement from the participant in the book-entry transfer facility tendering the shares that the participant in the book-entry transfer facility tendering the shares has received and agrees to be bound by the terms of the letter of transmittal and that we may enforce that agreement against them.

Guaranteed Delivery. If you want to tender your shares but your share certificates are not immediately available or cannot be delivered to the depositary before the expiration date, the procedure for book-entry transfer cannot be completed on a timely basis, or if time will not permit all required documents to reach the depositary before the expiration date, you can still tender your shares, if all of the following conditions are satisfied:

- the tender is made by or through an eligible guarantor institution;
- the depositary receives by hand, mail, overnight courier or facsimile transmission, prior to the expiration time, a properly completed and duly executed notice of guaranteed delivery in the form we have provided with this offer to purchase, specifying the price at which shares are being tendered, including (where required) signature guarantees by an eligible guarantor institution in the form set forth in the notice of guaranteed delivery; and
- all of the following are received by the depositary within three NASDAQ trading days after the date of receipt by the depositary of the notice of guaranteed delivery, either:
 - the certificates representing the shares being tendered together with (a) a letter of transmittal, or a facsimile thereof, relating thereto that has been validly completed and duly executed and includes all signature guarantees required thereon and (b) all other required documents; or
 - in the case of any book-entry transfer of the shares being tendered that is effected in accordance with the book-entry transfer procedures we describe above under "—Book-Entry

Delivery:” (a) a letter of transmittal or a facsimile thereof, relating thereto that has been validly completed and duly executed and includes all signature guarantees required thereon, or an agent’s message, (b) a book-entry confirmation relating to that transfer, and (c) all other required documents.

Determination of Validity; Rejection of Shares; Waiver of Defects; No Obligation to Give Notice of Defects. We will determine, in our sole discretion, all questions as to the number of shares to be accepted, the price to be paid and the validity, form, eligibility, including time of receipt, and acceptance for payment of any tender of shares. Our determination will be final and binding on all parties. We reserve the absolute right to reject any or all tenders we determine not to be in proper form or the acceptance of or payment for which we determine may be unlawful. We also reserve the absolute right to waive any of the conditions of the offer and any defect or irregularity in the tender of any particular shares or any particular shareholder. No tender of shares will be deemed to be properly made until all defects or irregularities have been cured by the tendering shareholder or waived by us. None of us, the depository, the information agent, the dealer managers or any other person will be under any duty to give notice of any defects or irregularities in any tender, or incur any liability for failure to give any such notice. Our interpretation of the terms of and conditions to the offer, including the letter of transmittal and the instructions thereto, will be final and binding. By tendering shares to us, you agree to accept all decisions we make concerning these matters and waive any right you might otherwise have to challenge those decisions.

Your Representation and Warranty; Our Acceptance Constitutes an Agreement. It is a violation of Rule 14e-4 promulgated by the Securities and Exchange Commission under the Exchange Act for a person, acting alone or in concert with others, directly or indirectly, to tender shares for that person’s own account unless, at the expiration date, the person so tendering:

- within the meaning of Rule 14e-4, has a “net long position” equal to or greater than the amount tendered in our shares or in securities immediately convertible into, or exchangeable or exercisable for, our shares; and
- will deliver or cause to be delivered the shares within the period specified in the offer; or
- in the case of securities immediately convertible into, or exchangeable or exercisable for our shares, acquires shares by conversion, exchange or exercise of such securities, and, to the extent required by the terms of the offer, delivers or causes to be delivered the shares within the period specified by the offer.

A tender of shares under any of the procedures described above will constitute your acceptance of the terms and conditions of the offer, as well as your representation and warranty to us that:

- you have a “net long position” in the shares or equivalent securities at least equal to the shares tendered; and
- the tender of shares complies with Rule 14e-4.

Rule 14e-4 provides a similar restriction applicable to the tender or guarantee of a tender on behalf of another person.

Our acceptance for payment of shares tendered under the offer will constitute a binding agreement between you and us upon the terms and conditions of the offer described in this and related documents.

Return of Unpurchased Shares. If any tendered shares are not purchased or are properly withdrawn, or if less than all shares evidenced by a shareholder’s certificates are tendered, certificates for unpurchased shares will be returned promptly after the expiration or termination of the offer or the

proper withdrawal of the shares, as applicable. In the case of shares tendered by book-entry transfer at the book-entry transfer facility, the shares will be credited to the appropriate account maintained by the tendering shareholder at the book-entry transfer facility. In each case, shares will be returned or credited without expense to the shareholder.

Procedure for stock options. We are not offering, as part of the offer, to purchase any stock options outstanding and tenders of stock options will not be accepted. Holders of stock options who wish to participate in the offer may exercise their stock options and purchase shares, and then tender the shares under the offer, provided that any exercise of a stock option and tender of shares is in accordance with applicable law and the terms of the applicable plan and option agreements. In no event are any stock options to be delivered to the depositary in connection with a tender of shares hereunder. An exercise of a stock option cannot be revoked even if all or a portion of the shares received upon the exercise or conversion and tendered in the offer are not purchased in the offer for any reason.

Procedures for Participants in the Entegris 401(k) Savings and Profit Sharing Plan. A participant in the Entegris 401(k) Savings and Profit Sharing Plan as restated in 2005 which we refer to as the 401(k) Plan, may instruct Wells Fargo Bank, N.A. to tender some or all of the shares allocated to a participant's account by completing the Instruction Form in accordance with the instructions in the "Letter to Participants in the Entegris 401(k) Savings and Profit Sharing Plan" furnished separately to participants in the 401(k) Plan and returning it to Wells Fargo Bank, N.A. in accordance with those instructions. All documents furnished to shareholders generally in connection with the offer will be made available to participants whose plan accounts are credited with shares. Participants in the 401(k) Plan cannot use the letter of transmittal to direct the tender of shares held under the 401(k) Plan, but must use the Instruction Form included in the separate instruction letter sent to them. Participants in the 401(k) Plan who also hold shares outside of the plan, however, must (i) use the letter of transmittal to tender shares held outside of the plan and (ii) complete the Instruction Form according to the instructions in the "Letter to Participants in the Entegris 401(k) Savings and Profit Sharing Plan" for shares held under the 401(k) Plan. The 401(k) Plan is prohibited by law from selling shares to us for a price that is less than the prevailing market price of our common stock. Accordingly, if a participant elects to tender shares at a price that is lower than the closing price of our common stock on the last trading day before the date the offer expires, the tender price a participant elects will be deemed to have been increased to the closest tender price that is not less than the closing price of our common stock on the NASDAQ on the date the offer expires. This could result in a participant's shares not being purchased in the offer. If the closing price of our common stock on the last trading day before the date the offer expires is greater than the maximum price available in the offer, none of the shares will be tendered and a participant's tender will be deemed to have been withdrawn.

The proceeds received by the 401(k) Plan from any tender of shares from a participant's plan account will be invested in accordance with the participant's instructions and the requirements of the plan.

Participants in the 401(k) Plan are urged to read the separate "Letter to Participants in the Entegris 401(k) Savings and Profit Sharing Plan" and related materials carefully. This letter contains additional information regarding the potential tax consequences of tendering any shares from a participant's plan account.

Procedures for Participants in the Entegris, Inc. Employee Stock Purchase Plan, Entegris, Inc. 2001 Equity Incentive Plan, the 2003 Employment Inducement and Acquisition Stock Option Plan, the 1999 Long Term Incentive Plan and Stock Option Plan and Outside Directors' Option Plan (the "Employee Stock Plans"). Participants in our Employee Stock Plans, may tender all or some of their shares held in the participant's account, subject to the terms of each agreement, including any holding

requirements. Participants may have their shares registered in the name of Smith Barney and should follow the instructions applicable to brokers and other nominees. Please contact the information agent at (800) 322-2885 (toll-free) with any questions regarding tendering shares held in the Employee Stock Plans.

Federal Income Tax Withholding. To prevent backup federal income tax withholding equal to 30% of the gross payments payable pursuant to the offer, each non-corporate shareholder who is not a foreign shareholder (as defined below) and who does not otherwise establish an exemption from backup withholding must notify the depositary of the shareholder's correct taxpayer identification number (employer identification number or social security number), or certify that the taxpayer is awaiting a taxpayer identification number, and provide certain other information by completing, under penalties of perjury, the Substitute Form W-9 included in the letter of transmittal. Failure to timely provide the correct taxpayer identification number on substitute Form W-9 may subject the shareholder to a \$50 penalty imposed by the Internal Revenue Service. A shareholder that is a foreign shareholder should generally complete and sign an appropriate Form W-8 in order to avoid backup withholding; however, if the foreign shareholder is neither an individual nor a corporation, in order to prevent backup federal income tax withholding, the foreign shareholder may also be required to provide an appropriate Form W-8 or a Form W-9 with respect to its partners, members, beneficiaries or owners and their beneficial owners.

As more fully described below, in the case of a foreign shareholder, even if such shareholder has provided the required certification to avoid backup withholding, the depositary will withhold 30% of the gross payments made pursuant to the offer unless a reduced rate of withholding or an exemption from withholding is applicable. The depositary will withhold United States federal income taxes equal to 30% of the gross payments payable to a foreign shareholder unless the depositary and we determine that (a) a reduced rate of withholding is available pursuant to a tax treaty or (b) an exemption from withholding is applicable because the gross proceeds are effectively connected with the conduct of a trade or business within the United States. For this purpose, a foreign shareholder generally is a shareholder that is not:

- an individual citizen or resident of the United States,
- a corporation, or other entity taxable as a corporation created or organized in or under the laws of the United States, any state or any political subdivision thereof,
- an estate, the income of which is subject to United States federal income taxation regardless of the source of the income, or
- a trust whose administration is subject to the primary supervision of a United States court and which has one or more United States persons who have the authority to control all of its substantial decisions, or which has properly elected to be treated as a U.S. person.

In order to obtain a reduced rate of withholding pursuant to a tax treaty, a foreign shareholder must deliver to the depositary before any payment is made to the shareholder a properly completed and executed IRS Form W-8BEN with respect to the foreign shareholder and, in the case of a foreign shareholder that is neither an individual nor a corporation, the foreign shareholder may be required to deliver both a Form W-8IMY and an appropriate Form W-8BEN or W-9 with respect to partners, members, beneficiaries or owners (and their beneficial owners) of the foreign shareholder. In order to obtain an exemption from withholding on the grounds that the gross proceeds paid pursuant to the offer are effectively connected with the conduct of a trade or business within the United States, a foreign shareholder must deliver to the depositary before any payment is made to the shareholder a properly completed and executed IRS Form W-8ECI. We and the depositary will determine a shareholder's status as a foreign shareholder and eligibility for a reduced rate of, or exemption from, withholding by reference to any outstanding certificates or statements concerning eligibility for a reduced rate of, or exemption from, withholding (e.g., IRS Form W-8BEN or IRS Form W-8ECI) unless

facts and circumstances indicate that reliance is not warranted. A foreign shareholder may be eligible to obtain a refund of all or a portion of any tax withheld if such shareholder meets the “complete termination,” “substantially disproportionate” or “not essentially equivalent to a dividend” tests described in Section 15 or is otherwise able to establish that no tax or a reduced amount of tax is due. Backup withholding generally will not apply to amounts subject to the 30% or a treaty-reduced rate of withholding.

For a discussion of certain United States federal income tax consequences generally applicable to tendering shareholders, see Section 15.

Lost or Destroyed Certificates. If your certificate for part or all of your shares has been lost, stolen, misplaced or destroyed, you should contact the depositary at (800) 380-1372 (toll-free), for instructions as to obtaining an affidavit of loss. The affidavit of loss will then be required to be submitted together with the letter of transmittal in order to receive payment for shares that are tendered and accepted for payment. A bond may be required to be posted by you to secure against the risk that the certificates may be subsequently recirculated. You are urged to contact the depositary immediately in order to receive further instructions, to permit timely processing of this documentation and for a determination as to whether you will need to post a bond.

4. Withdrawal Rights.

Shares tendered in the offer may be withdrawn at any time before the expiration date and, unless we have already accepted your shares for payment after the offer expires, may also be withdrawn any time after 12:01 a.m., New York City time, on July 10, 2007. Except as otherwise provided in this Section 4, tenders of shares pursuant to the offer are irrevocable.

For a withdrawal to be effective, the depositary must receive (at its address set forth on the back cover of this offer to purchase) a notice of withdrawal in written or facsimile transmission form on a timely basis. The notice of withdrawal must specify the name of the person who tendered the shares to be withdrawn, the number of shares tendered, the number of shares to be withdrawn and the name of the registered holder. If the certificates have been delivered or otherwise identified to the depositary, then, prior to the release of those certificates, the tendering shareholder must also submit the serial numbers shown on the particular certificates evidencing the shares and the signature on the notice of withdrawal must be guaranteed by an eligible guarantor institution (except in the case of shares tendered by an eligible guarantor institution).

If shares have been tendered pursuant to the procedure for book-entry transfer set forth in Section 3, the notice of withdrawal must specify the name and the number of the account at the book-entry transfer facility to be credited with the withdrawn shares and otherwise comply with the procedures of the facility.

We will determine, in our sole discretion, all questions as to the form and validity, including time of receipt, of notices of withdrawal. Our determination shall be final and binding on all parties. None of us, the depositary, the information agent, the dealer managers or any other person will be under any duty to give any notice of any defects or irregularities in any notice of withdrawal, or incur any liability for failure to give any such notice.

Withdrawals may not be rescinded, and any shares properly withdrawn will thereafter be deemed not tendered for purposes of the offer unless the withdrawn shares are properly re-tendered before the expiration date by following any of the procedures described in Section 3.

If we extend the offer, or if we are delayed in our purchase of shares or are unable to purchase shares under the offer for any reason, then, without prejudice to our rights under the offer, the

depository may, subject to applicable law, retain on our behalf all tendered shares, and those shares may not be withdrawn except to the extent tendering shareholders are entitled to withdrawal rights as described in this Section 4.

5. Purchase of Shares and Payment of Purchase Price.

Upon the terms and subject to the conditions of the offer, we will:

- determine the purchase price that we will pay for shares properly tendered and not properly withdrawn under the offer, taking into account the number of shares so tendered and the prices specified by tendering shareholders; and
- accept for payment and pay for, and thereby purchase, shares validly tendered at or below the purchase price and not properly withdrawn.

For purposes of the offer, we will be deemed to have accepted for payment, and therefore purchased, shares that are properly tendered at or below the purchase price and not properly withdrawn, subject to the odd lot priority, proration and conditional tender provisions of the offer, only when, as and if we give oral or written notice to the depository of our acceptance of shares for payment under the offer.

Upon the terms and subject to the conditions of the offer, promptly after the expiration date, we will purchase and pay a single per share purchase price for shares accepted for payment under the offer. In all cases, payment for shares tendered and accepted for payment pursuant to the offer will be made only after timely receipt by the depository of:

- certificates for shares or a timely confirmation of a book-entry transfer of those shares into the depository's account at the book-entry transfer facility;
- a properly completed and duly executed letter of transmittal (or manually signed facsimile thereof) or an agent's message in the case of a book-entry transfer; and
- any other documents required by the letter of transmittal.

We will pay for the shares purchased under the offer by depositing the aggregate purchase price for the shares with the depository, which will act as agent for tendering shareholders for the purpose of receiving payment from us and transmitting payment to the tendering shareholders.

In the event of proration, we will determine the proration factor and pay for those tendered shares accepted for payment promptly after the expiration date. However, we do not expect to be able to announce the final results of any such proration immediately following expiration of the offer. In such cases it could be seven to ten business days after the expiration date before we are able to commence payment for the tendered shares.

Under no circumstances will we pay interest on the purchase price, regardless of any delay in making payment. In addition, if specified events occur, we may not be obligated to purchase shares in the offer. See Section 7.

We will pay all stock transfer taxes, if any, payable on the transfer to us of shares purchased in the offer. If, however:

- payment of the purchase price is to be made to, or, in the circumstances permitted by the offer, if unpurchased shares are to be registered in the name of, any person other than the registered holder; or
- if tendered certificates are registered in the name of any person other than the person signing the letter of transmittal,

then the amount of all stock transfer taxes, if any (whether imposed on the registered holder or such other person), payable on account of the transfer to that person will be deducted from the purchase price unless evidence satisfactory to us of the payment of taxes or exemption from payment of taxes is submitted. See Instruction 7 of the letter of transmittal.

Any tendering shareholder or other payee who fails to complete fully, sign and return to the depositary the substitute Form W-9 included with the letter of transmittal may be subject to required backup federal income tax withholding of 30% of the gross proceeds paid to that shareholder or other payee pursuant to the offer. See Section 3. Also see Section 3 regarding federal income tax consequences for foreign shareholders.

6. Conditional Tender of Shares.

Under certain circumstances, we may prorate the number of shares purchased in the offer. As discussed in Section 15, the number of shares to be purchased from a particular shareholder may affect the tax treatment of the purchase to the shareholder and the shareholder's decision whether to tender. The conditional tender alternative is made available so that a shareholder may seek to structure our purchase of shares in the offer from the shareholder in a manner that the transaction would be treated as a sale of the shares by the shareholder, rather than the payment of a dividend to the shareholder, for federal income tax purposes. Accordingly, a shareholder may tender shares subject to the condition that a specified minimum number of the shareholder's shares tendered pursuant to a letter of transmittal or notice of guaranteed delivery must be purchased if any shares tendered are purchased. **We urge each shareholder to consult with his or her own tax advisor.**

If you wish to make a conditional tender you must indicate this in the box captioned "Conditional Tender" in the letter of transmittal or, if applicable, the notice of guaranteed delivery. In the appropriate box in the letter of transmittal or the notice of guaranteed delivery, you must calculate and appropriately indicate the minimum number of shares that must be purchased if any are to be purchased. After the offer expires, if more than 20,408,163 shares (or such greater number of shares as we may elect to purchase) are properly tendered and not properly withdrawn and we must prorate our acceptance of and payment for tendered shares, we will calculate a preliminary proration percentage based upon all shares properly tendered, conditionally or unconditionally. If the effect of this preliminary proration would be to reduce the number of shares to be purchased from any shareholder below the minimum number specified by that shareholder, the conditional tender will automatically be regarded as withdrawn, unless chosen by lot for reinstatement as discussed in the next paragraph.

After giving effect to these withdrawals, we will accept the remaining shares properly tendered, conditionally or unconditionally, on a pro rata basis, if necessary. If we are able to purchase all of the remaining tendered shares and the number that we would purchase would be below 20,408,163 shares (or such greater number of shares as we may elect to purchase), then, to the extent feasible, we will select enough of the conditional tenders that would otherwise have been deemed withdrawn to permit us to purchase 20,408,163 shares (or such greater number of shares as we may elect to purchase). In selecting these conditional tenders, we will select by random lot, treating all tenders by a particular taxpayer as a single lot, and will select only from shareholders who tendered all of their shares. Upon selection by lot, if any, we will limit our purchase in each case to the designated minimum number of shares to be purchased.

All shares tendered by a shareholder subject to a conditional tender pursuant to the letter of transmittal or notice of guaranteed delivery regarded as withdrawn as a result of proration and not eventually purchased will be returned promptly after the expiration date without any expense to the shareholder.

7. Conditions of the Offer.

Notwithstanding any other provision of the offer, we will not be required to accept for payment, purchase or pay for any shares tendered, and may terminate or amend the offer or may postpone the acceptance for payment of, or the purchase of and the payment for shares tendered, subject to Rule 13e-4(f) promulgated under the Exchange Act, if at any time on or after May 11, 2007 and prior to the time of payment for any shares (whether or not any shares have theretofore been accepted for payment, purchased or paid for under the offer) any of the following events occur or are determined by us to have occurred, that, in our reasonable judgment in any such case and regardless of the circumstances giving rise to the event, including any action or omission to act by us, makes it inadvisable to proceed with the offer or with acceptance for payment or payment for the shares in the offer:

1. There shall have been threatened, instituted or pending before any court, agency, authority or other tribunal any action, suit or proceeding by any government or governmental, regulatory or administrative agency or authority or by any other person, domestic or foreign, or any judgment, order or injunction entered, enforced or deemed applicable by any court, authority, agency or tribunal, which:

(a) challenges or seeks to make illegal, or to delay or otherwise directly or indirectly to restrain, prohibit or otherwise affect the making of the offer, the acquisition of shares under the offer, or is otherwise related in any manner to, or otherwise affects, the offer; or

(b) could, in our reasonable judgment, materially affect the business, general affairs, management, financial position, stockholders equity, income, results of operations, condition (financial or other), income, operations or prospects of us and our subsidiaries, taken as a whole, or otherwise materially impair in any way the contemplated future conduct of our business and that of our subsidiaries, taken as a whole, or materially impair the offer's contemplated benefits to us;

2. There shall have been any action threatened or taken, or any approval withheld, or any statute, rule or regulation invoked, proposed, sought, promulgated, enacted, entered, amended, enforced or deemed to be applicable to the offer or us or any of our subsidiaries, by any government or governmental, regulatory or administrative authority or agency or tribunal, domestic or foreign, which, in our reasonable judgment, would or might directly or indirectly result in any of the consequences referred to in clause (a) or (b) of paragraph (2) above;

3. The declaration of any banking moratorium or any suspension of payments in respect of banks in the United States (whether or not mandatory);

4. Any general suspension of trading in, or limitation on prices for, securities on any United States national securities exchange or in the over-the-counter market;

5. The commencement or escalation of a war, armed hostilities or any other national or international crisis directly or indirectly involving the United States;

6. Any limitation (whether or not mandatory) by any governmental, regulatory or administrative agency or authority on, or any event that, in our reasonable judgment, might materially affect, the extension of credit by banks or other lending institutions in the United States;

7. Legislation amending the Internal Revenue Code of 1986, as amended (the "Code") has been passed by either the U.S. House of Representatives or the U.S. Senate or becomes pending before the U.S. House of Representatives or the U.S. Senate or any committee thereof, the effect of which, in our reasonable judgment, would be to change the tax consequences of the transaction contemplated by the offer in any manner that would adversely affect us or any of our affiliates;

8. Any change or event occurs, is discovered, or is threatened to our business, general affairs, management, financial position, stockholders equity, income, results of operations, condition (financial or otherwise), income, operations, or prospects or that of our subsidiaries, taken as a whole, or in ownership of our shares, which in our reasonable judgment is or may be material to us or otherwise makes it inadvisable for us to proceed with the offer;

9. In the case of any of the foregoing existing at the time of the announcement of the offer, a material acceleration or worsening thereof;

[Table of Contents](#)

10. A 10% decrease in the market price of our shares or in the market prices of equity securities generally in the United States or any change in the general political, market, economic or financial conditions or in the commercial paper markets in the United States or abroad that could have, in our reasonable judgment, a material adverse effect on our business, condition (financial or otherwise), income, operations or prospects or that of our subsidiaries, taken as a whole, or on the trading in our shares;

11. Any decline in the NASDAQ Composite Index, New York Stock Exchange Composite Index, the Dow Jones Industrial Average or the S&P 500 Composite Index by an amount in excess of 10% measured from the close of business on May 10, 2007;

12. A tender or exchange offer with respect to some or all of our outstanding shares, other than the offer, or a merger or acquisition proposal for us, is proposed, announced or made by another person or is publicly disclosed, or we learn that any person or "group," within the meaning of Section 13(d)(3) of the Exchange Act, has acquired or proposes to acquire beneficial ownership of more than 5% of the outstanding shares, or any new group is formed that beneficially owns more than 5% of our outstanding shares (in each case, other than as and to the extent disclosed in a Schedule 13D or Schedule 13G filed with the Securities and Exchange Commission before May 11, 2007 or in any subsequent Schedule 13G filed with the Securities and Exchange Commission);

13. Any person or group files a Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 reflecting an intent to acquire us or any of our shares;

14. We determine that the completion of the offer and the purchase of the shares may cause our common stock to be delisted from the NASDAQ Global Market or to be subject to deregistration under the Exchange Act.

The conditions listed above are for our sole benefit and we may assert those conditions regardless of the circumstances (including our action or inaction) that give rise to the conditions and we may, in our sole discretion, waive any of the conditions listed above, in whole or in part, before the expiration date. Our failure at any time to exercise any of the foregoing rights shall not be deemed a waiver of any of these rights, and each of these rights shall be deemed an ongoing right that may be asserted by us at any time prior to the expiration of the offer. Any determination or judgment by Entegris concerning the events described above will be final and binding on all parties.

8. Price Range of Shares.

Our shares are listed and principally traded on NASDAQ Global Market under the symbol "ENTG." The high and low sales prices per share on the NASDAQ Global Market as compiled from published financial sources for the periods indicated are listed below:

	High	Low
2005		
Second Quarter	10.20	8.22
Third Quarter	11.95	9.82
Fourth Quarter	12.00	9.25
2006		
First Quarter	11.19	9.20
Second Quarter	12.00	9.26
Third Quarter	11.17	8.37
Fourth Quarter	11.99	8.65
2007		
First Quarter	11.98	10.21
Second Quarter (through May 10, 2007)	12.05	10.11

On May 9, 2007 the last full trading day prior to our announcement of the offer, the closing per share price of our common stock on the NASDAQ Global Market was \$10.33. On May 10, 2007, the last full trading day before we commenced the offer, the closing per share price of our common stock on the NASDAQ Global Market was \$11.40. **We urge shareholders to obtain current quotations of the market price of the shares.**

9. Source and Amount of Funds.

Required Funding. Assuming that the maximum number of shares is tendered in the offer and the purchase price is an amount between \$11.00 and \$12.25 per share, the aggregate purchase price for the shares purchased in the offer will be between approximately \$224.5 million and \$250 million.

Bridge loan facility

We expect to fund the purchase of the shares tendered in the offer with borrowings of up to \$75 million under the bridge loan facility that we expect to enter into in connection with the offer. We have obtained a commitment from affiliates of the dealer managers, subject to customary conditions, to provide the bridge loan facility. The following is a summary of the material terms that we expect to be included bridge loan facility.

General. In connection with the offer we expect that, Entegris, Inc. will enter into a credit agreement which we refer to in this offer to purchase as the bridge loan facility with a syndicate of banks, financial institutions and other entities, including affiliates of the dealer managers, and Goldman Sachs Credit Partners L.P, as administrative agent. Under the terms of the bridge loan facility, we expect to have the ability to borrow up to \$75 million, subject to certain terms and conditions. The bridge loan facility is expected to consist of a \$75 million term loan that we may borrow in full at close which, together with \$175 million of cash on hand, will be sufficient to finance the offer.

Conditions to Borrowings. The borrowing made under the bridge loan facility will be subject to certain conditions. The borrowing is expected to be subject to, among other conditions, (i) the absence of any continuing default or event of default, and (ii) the accuracy of all representations and warranties in all material respects.

Interest and Fees. Borrowings under the bridge loan facility are expected to bear interest at a rate per annum equal to a LIBOR rate determined by reference to the costs of funds for U.S. dollar deposits for the interest period relevant to such borrowing adjusted for certain additional costs, in each case plus an applicable margin. The initial applicable margin is expected to be 2.5%. The interest margins are expected to increase by 0.5% per annum six months after the initial draw and increase by another 0.5% per annum every three months thereafter. Notwithstanding the foregoing, at no time will the interest rate in effect exceed 9.5% per annum.

Mandatory Prepayments. Subject to exceptions, the bridge loan facility is expected to require mandatory prepayments in amounts equal to:

- 100% of the net proceeds from asset sales and casualty and condemnation events, subject to reinvestment rights and certain other exceptions and baskets;
- 100% of the net cash proceeds received in connection with the offering of debt or equity securities; and
- 100% of the net cash proceeds from certain incurrences of other debt by us or our subsidiaries.

Voluntary Prepayments. Voluntary prepayments and commitment reductions are expected to be permitted, in whole or in part, in minimum amounts without prepayment or penalty, other than customary breakage costs with respect to LIBOR borrowings.

Amortization and Final Maturity. We expect that the bridge loan facility will require scheduled quarterly interest payments, with the principal due on the maturity date.

The bridge loan facility is expected to be for a one year term, but the bridge term loans may be converted into term loans maturing on the eighth anniversary of the initial draw, subject to certain terms and conditions. At any time on or after the one year anniversary date, each lender may request that we exchange its term loans for exchange notes having an equal principal amount. The exchange notes will have the same maturity date and interest rate as the term loans. The exchange notes will be non-callable until the fourth anniversary of the date of this tender offer. Thereafter, each exchange note will be callable at par plus accrued interest, plus a premium equal to one half of the coupon on the exchange note. This premium will decline ratably on each yearly anniversary of the tender offer date. In addition, prior to the third anniversary of the tender offer, up to 35% of the exchange notes may be redeemed from the proceeds of a qualifying equity offer by us at a redemption rate equal to par plus the coupon and accrued interest.

Guarantors. The bridge loan facility is expected to be guaranteed by us and all of Entegris's existing and future direct and indirect domestic subsidiaries.

Restrictive Covenants and Other Matters. We expect that the bridge loan facility will include negative covenants, subject to exceptions, restricting or limiting our ability and the ability of our subsidiaries to, among other things:

- sell assets;
- alter the business we conduct;
- engage in mergers, acquisitions and other business combinations;
- declare dividends or redeem or repurchase capital stock;
- incur, assume or permit to exist additional indebtedness or guarantees;
- make loans and investments;
- incur liens;
- prepay, redeem or purchase certain subordinated indebtedness; and
- enter into transactions with affiliates.

The bridge loan facility is expected to contain customary representations and warranties, affirmative covenants and events of default, including payment defaults, breach of representations and warranties, covenant defaults, certain events of bankruptcy, certain events under ERISA, material judgments, and change in control. If such an event of default occurs, the lenders under the bridge loan facility would be entitled to take various actions, including the acceleration of amounts due under the bridge loan facility and all actions permitted to be taken by an unsecured creditor.

Proceeds. We will borrow under the bridge loan facility to pay the purchase price for the shares purchased in the offer, as well as to pay all related fees and expenses.

Refinancing of Bridge Loan

We expect to refinance our borrowings under the bridge loan facility with new borrowings which may consist of debt securities, convertible debt securities or a bank loan. We are currently negotiating the terms and availability of these new borrowings and no assurance can be given that we will be able

to obtain acceptable terms for these new borrowings or that the amount of new borrowing will be sufficient to refinance the bridge loan facility in full, in which case, we would continue to have outstanding borrowings under the bridge loan facility until such time, if any, as we are able to refinance the remaining portion of the bridge loan facility. In addition, our access to capital is affected by prevailing conditions in the financial and capital markets and other factors beyond our control. There can be no assurance that market conditions will be favorable at the times that we require new or additional financing.

10. Information About Us.

General. Entegris is a worldwide developer, manufacturer and supplier of materials integrity management solutions to the microelectronics industry in general and to the semiconductor and data storage markets in particular. Our materials integrity management solutions enable our customers to protect their investment in work-in-process and finished devices by facilitating the safe handling, purity and precision processing of the critical materials used in their manufacturing processes. Our solutions for the semiconductor industry assure the integrity of materials as they are handled, stored, processed and transported throughout the semiconductor manufacturing process, from raw silicon wafer manufacturing to packaging of completed integrated circuits. We have also leveraged our core technology capabilities to extend our materials integrity management solutions to other high technology applications such as flat panel displays, high purity chemicals, photoresists, solar cells, gas lasers, optical and magnetic storage devices and fiber optic cables. We sell our products worldwide through a direct sales force and through distributors in selected regions.

The Company was incorporated in Delaware in June 2005 in connection with a strategic merger of equals transaction between Entegris Minnesota and Mykrolis. Effective August 6, 2005, Entegris Minnesota and Mykrolis were each merged into the Company with the Company as the surviving corporation to carry on the combined businesses.

Our headquarters is located at 3500 Lyman Boulevard, Chaska, Minnesota 55318, and our telephone number is (952) 556-3131. Our website is located at www.Entegris.com; the information contained on our website is not part of, or incorporated by reference into, this offer to purchase.

Where You Can Find More Information. We are subject to the informational filing requirements of the Exchange Act and, in accordance with these requirements, are obligated to file reports and other information with the Securities and Exchange Commission relating to our business, financial condition and other matters. Information, as of particular dates, concerning our directors and officers, their compensation, options granted to them, the principal holders of our securities and any material interest of these persons in transactions with us is required to be disclosed in proxy statements distributed to our shareholders and filed with the Securities and Exchange Commission. In connection with this offer, we have also filed a Tender Offer Statement on Schedule TO, which includes additional information with respect to the offer.

Incorporation by Reference. The rules of the Securities and Exchange Commission allow us to “incorporate by reference” information into this offer to purchase, which means that we can disclose important information to you by referring you to another document filed separately with the Securities and Exchange Commission. This offer to purchase incorporates by reference the documents listed below, including the financial statements and the notes related thereto contained in those documents that have been previously filed with the Securities and Exchange Commission. These documents contain important information about us.

• Our annual report on Form 10-K for the fiscal year ended December 31, 2006 (File No. 001-32598);

[Table of Contents](#)

- Our quarterly report on Form 10-Q for the fiscal quarter ended March 31, 2007 (File No. 001-32598);
- Our current reports on Form 8-K filed with the SEC on April 2, 2007 and May 7, 2007 (File No. 001-32598); and
- Our proxy statement on Schedule 14A filed with the SEC on March 30, 2006 (File No. 001-32598).

You may read and copy any reports, proxy statements or other information that we file with the Securities and Exchange Commission at its Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549. Please call the Securities and Exchange Commission at (800) SEC-0330 for further information on the public reference rooms. You may also obtain copies of this information by mail from the Public Reference Section of the Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. Our public filings are also available to the public from document retrieval services and the Internet website maintained by the SEC at www.sec.gov.

You may also request a copy of these filings, at no cost, by writing or telephoning us at the following address:

Entegris, Inc.
Corporate Headquarters
Attn: Investor Relations
3500 Lyman Boulevard
Chaska, Minnesota 55318 USA
Tel. (952) 556-3131
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Copies of these filings are also available, without charge, on our website at <http://www.Entegris.com>.

11. Interests of Directors and Executive Officers; Transactions and Arrangements Concerning the Shares.

The following table sets forth information (based upon filings with the Securities and Exchange Commission and other information provided to us) with respect to the persons believed by us to own beneficially more than 5% of our outstanding common stock and does not take into account any effects of the offer, as of December 31, 2006.

Name	Common Stock, par value \$.01 per share	
	Number of shares	Percentage of class(1)
T. Rowe Price Associates, Inc. 100 East Pratt Street Baltimore, MD 21202	13,182,060(2)	9.9%
Gerald Catanacci 666 Fifth Avenue, 37th Floor New York, NY 10103	6,947,100(3)	5.2%
Cooke & Bieler LP 1700 Market Street, Suite 3222 Philadelphia, PA 19103-3932	8,944,033(4)	6.7%

[Table of Contents](#)

- (1) Calculated based on 132,770,676 outstanding shares of Entegris common stock as of December 31, 2006.
- (2) With respect to the shares held by T. Rowe Price Associates, Inc. (T. Rowe Price), a registered investment advisor, T. Rowe Price reported that it exercises sole dispositive power over 13,182,060 shares and sole voting power with respect to 3,442,855.
- (3) With respect to the shares held by Gerald Catenacci, Mr. Catenacci has reported that he exercises sole voting power and sole dispositive power over 6,947,100 shares. These shares have been reported as being held by five Delaware limited partnerships or Cayman Islands exempted companies of which Principled Capital Management L.L.C. or Principled Asset Administration LLC serve as the managing member or general partner and thus have the power to vote and direct the disposition of proceeds from the sale of any such shares. Gerald Catenacci has reported that he is the managing member of both Principled Capital Management L.L.C. and Principled Asset Administration LLC and has reported that he directs their operations. The entities report that they hold shared voting power and shared dispositive power with respect to the shares held as follows: Highway Partners L.P.—127,228 shares; Thruway Partners L.P.—784,479 shares; Roadway Partners L.P.—683,300 shares; Expressway Partners Ltd.—2,145,793 shares; Freeway Partners Ltd.—3,206,300 shares.
- (4) With respect to the shares held by Cooke & Bieler, Inc. ("Cooke"), an institutional investment manager, Cooke has reported that it exercises sole dispositive power over no shares and shared dispositive power over 8,894,033 shares. Of the shares reported, Cooke has reported that it holds sole voting power with respect to no shares and shared voting power with respect to 4,532,770 shares.

Security Ownership of Management

The following table sets forth, without taking into account any effects of the offer, information with respect to our common stock owned beneficially by each director and executive officer and by all directors and executive officers as a group, as of January 31, 2007:

Name of beneficial owner	Amount and nature of beneficial ownership(1)	Percent of class
Gideon Argov	698,313	*
Michael A. Bradley	70,925	*
Michael P.C. Carns	70,230	*
Daniel W. Christman	73,010(4)	*
James E. Dauwalter	3,987,945(5)	3.0
Gary F. Klingl	74,167	*
Bertrand Loy	411,654	*
Roger D. McDaniel	93,799	*
Paul L.H. Olson	38,167	*
Jean-Marc Pandraud	660,969	*
Thomas O. Pyle	88,178(6)	*
Brian F. Sullivan	38,167	*
John D. Villas	638,215(7)	*
Peter W. Walcott	490,403	*
All Directors and Executive Officers as a Group (17 persons including those listed above):	8,250,214(8)	6.2

* None of these officers or directors owns as much as 1.0% of Entegris common stock.

- (1) Included in the shares listed as beneficially owned are the following number of shares subject to acquisition through the exercise of stock options under Entegris stock option plans which the

following directors and executive officers have the right to acquire within 60 days following January 31, 2007: Mr. Argov—390,938 shares; Mr. Bradley—56,063 shares, Mr. Carns—56,063 shares, Mr. Christman—56,063 shares, Mr. Dauwalter—750,300 shares; Mr. Klingl—60,000 shares, Mr. Loy—208,755 shares, Mr. McDaniel—75,000 shares, Mr. Olson—24,000 shares; Mr. Pandraud—420,228 shares, Mr. Pyle—63,679 shares, Mr. Sullivan—24,000 shares, Mr. Villas—247,300 shares and Mr. Walcott—343,825 shares.

- (2) Includes restricted stock which is subject to forfeiture and other restrictions which lapse either quarterly or annually in accordance with the schedule specified in the respective awards, as follows: Mr. Argov—128,490 shares, Messrs. Bradley, Carns, Christman, Klingl, McDaniel, Olson, Pyle and Sullivan—10,000 shares each, Mr. Loy—121,381 shares, Mr. Pandraud—128,839 shares, Mr. Villas 80,881 shares and Mr. Walcott—85,446 shares; all officers and directors as a group—827,062 shares. Does not include performance share awards that are conditioned on the Company's achievement of specified financial metrics in each of calendar years 2007, 2008 and 2009 as follows: Mr. Argov—112,500 shares; Mr. Loy—28,125 shares, Mr. Pandraud—30,000 shares, Mr. Villas—18,750 shares, Mr. Walcott 18,750 shares and all officers and directors as a group—249,375 shares.
- (3) Calculated based on 133,011,912 outstanding shares of Entegris common stock as of January 31, 2007.
- (4) Includes 695 shares held in the name of Mr. Christman's wife as to which he disclaims beneficial ownership.
- (5) Includes 85,319 shares held directly, 251,668 shares held indirectly for Mr. Dauwalter's account in the Company's 401(k) Plan; an additional 2,900,658 shares held indirectly by family members, in family trusts, foundations and other entities; and an aggregate of 750,300 shares subject to stock options exercisable within 60 days.
- (6) Included in the shares listed as beneficially owned are 11,124 Entegris phantom shares distributed on February 27, 2002 with respect to deferred compensation phantom stock units for Millipore Corporation common stock credited to the deferred compensation account of Mr. Pyle under a plan maintained by Millipore Corporation for its directors (Mr. Pyle served as a director of Millipore Corporation until August 2001); these Entegris phantom stock units are payable only in cash upon Mr. Pyle's retirement or earlier termination of service from the Entegris Board.
- (7) Includes 266,089 shares held directly, of which 80,881 were issued pursuant to a restricted stock grant and are subject to forfeiture if certain obligations such as continued employment are not met; 118,513 shares allocated to Mr. Villas' individual account under the Company's 401(k) Plan and an aggregate of 247,300 shares subject to stock options exercisable within 60 days.
- (8) Includes 3,074,328 shares subject to acquisition by executive officers and directors within 60 days following January 31, 2007 through the exercise of stock options.

The information with respect to beneficial ownership is based upon information furnished by each director or executive officer, or information contained in filings made with the Securities and Exchange Commission.

Each of our directors and executive officers has advised us that, other than with respect to sales made in connection with previously established 10b5-1 trading plans, they do not intend to tender any shares owned by them in the offer. Accordingly, if we complete the offer the proportional holdings of our directors and executive officers will increase. However, our directors and executive officers may, in compliance with stock ownership guidelines and applicable law, sell their shares in open market transactions at prices that may or may not be more favorable than the purchase price to be paid to our shareholders in the offer.

Recent Securities Transactions. Based upon our records and upon information provided to us by our directors, executive officers, associates and subsidiaries, neither we nor any of our subsidiaries or persons controlling us nor, to our knowledge, any of our directors, executive officers or associates,

nor any director or executive officer of any of our subsidiaries, has effected any transactions in our shares during the 60 days prior to the date of this offer to purchase, except pursuant to existing 10b5-1 plans filed with the Commission.

Arrangements With Others Concerning Our Securities. Except for the repurchase agreements described under “Other Share Repurchase Activity” below, for outstanding options to purchase shares granted to certain employees (including executive officers), stock and options held in the various Employee Stock Plans, and except as otherwise described in this offer to purchase, neither we nor any of our subsidiaries or person controlling us nor, to our knowledge, any of our directors, executive officers or associates, nor any director or executive officer of any of our subsidiaries, is a party to any contract, arrangement, understanding or relationship with any other person relating, directly or indirectly, to the offer with respect to any of our securities, including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any such securities, joint ventures, loan or option arrangements, puts or calls, guarantees of loans, guarantees against loss or the giving or withholding of proxies, consents or authorizations.

Other Share Repurchase Activity. In connection with the Company’s share repurchase program the Company announced on August 31, 2006, a plan to repurchase up to \$150,000,000 of its outstanding common stock over a twelve to eighteen month period, \$50,000,000 pursuant to an Accelerated Stock Buyback Agreement with Goldman, Sachs & Co. (ASRA), \$50,000,000 pursuant to a Collared Accelerated Stock Buyback Agreement with Goldman, Sachs & Co. (GS) (CASRA) and \$50,000,000 pursuant to a Rule 10b5-1 trading plan to be established by the Company after the completion of the ASRA and the CASRA.

Under the ASRA, which was effective as of August 30, 2006, the Company acquired 4,677,268 shares of common stock on September 5, 2006 from Goldman, Sachs & Co. for \$50.0 million. Under the CASRA, the Company paid \$50.0 million for a prepaid forward contract, which was effective August 30, 2006, to repurchase the Company’s common stock. The Company received deliveries of common stock of 3.0 million shares and 1.2 million shares on September 5, 2006 and October 6, 2006, respectively, under the CASRA.

Under both the ASRA and CASRA, Goldman, Sachs & Co. may repurchase shares in the open market through October 2007. At that date, the Company’s price under the ASRA will be adjusted up or down based on the volume-weighted average price of the stock during this period. Such adjustment may be settled in cash or stock at the Company’s discretion. The Company may also receive additional shares pursuant to the CASRA, depending on movements in the market price of the Company’s common stock. Pursuant to the terms of the ASRA and the CASRA, the valuation or calculation period for the ASRA and CASRA is expected to be suspended during and for at least ten days after the tender offer period described herein. Such suspensions will have the effect of extending the time that Goldman, Sachs & Co. may repurchase shares in the open market by an equivalent period of time.

12. Effects of The Offer on the Market for Our Shares; Registration Under the Securities Exchange Act of 1934.

Our purchase of shares in the offer will reduce the number of our shares that might otherwise trade publicly and may reduce the number of our shareholders. As of May 7, 2007, approximately 135,322,910 shares of our common stock were held by non-affiliated shareholders. Assuming the offer is fully subscribed, we will have approximately 114,914,747 shares held by non-affiliated shareholders following the purchase of shares tendered in the offer. The actual number of shares outstanding will depend on the number of shares tendered and purchased in the offer.

This may reduce the volume of trading in the shares and make it more difficult to buy or sell significant amounts of shares without affecting the market price, which could adversely affect

continuing shareholders. Nonetheless, we anticipate that there will still be a sufficient number of shares outstanding and publicly traded following the offer to ensure a continued trading market in the shares. Based on the published guidelines of the NASDAQ, we do not believe that our purchase of shares pursuant to the offer will cause our remaining shares to be delisted from the NASDAQ.

The shares are currently “margin securities” under the rules of the Federal Reserve Board. This has the effect, among other things, of allowing brokers to extend credit on the collateral of the shares. We believe that, following the purchase of shares pursuant to the offer, the shares will continue to be “margin securities” for purposes of the Federal Reserve Board’s margin regulations.

Our shares are registered under the Exchange Act, which requires, among other things, that we furnish specific information to our shareholders and to the Securities and Exchange Commission and comply with the Securities and Exchange Commission’s proxy rules in connection with meetings of our shareholders. We believe that our purchase of shares in the offer will not result in the shares becoming eligible for deregistration under the Exchange Act.

13. Legal Matters; Regulatory Approvals.

Except as described in this offer to purchase, we are not aware of any license or regulatory permit that appears to be material to our business that might be adversely affected by our acquisition of shares as contemplated by the offer or of any approval or other action by any government or governmental, administrative or regulatory authority or agency, domestic or foreign, that would be required for our acquisition or ownership of shares as contemplated by the offer. Should any such approval or other action be required, we currently contemplate that we will seek approval or such other action. We cannot predict whether we may determine that we are required to delay the acceptance for payment of, or payment for, shares tendered in response to the offer pending the outcome of any of these matters. There can be no assurance that any approval or other action, if needed, would be obtained or would be obtained without substantial conditions or that the failure to obtain any approval or other action might not result in adverse consequences to our business.

Our obligation to accept for payment and pay for shares under the offer is subject to various conditions. See Section 7.

14. Certain United States Federal Income Tax Consequences.

The following discussion describes certain United States federal income tax consequences of participating in the offer. The discussion is for general information only and does not purport to consider all aspects of federal income taxation that may be relevant to shareholders. The discussion applies only to United States persons, not to foreign shareholders (as determined in accordance with Section 3), except as specifically set forth below. The consequences to any particular shareholder may differ depending upon that shareholder’s own circumstances and tax position. The discussion deals only with shares held as capital assets within the meaning of Section 1221 of the Internal Revenue Code of 1986, as amended (the “Code”), and does not address matters that may be relevant to shareholders in light of their particular circumstances. It also does not address matters that may be relevant to certain shareholders subject to special treatment under the Code, such as financial institutions, insurance companies, S corporations, partnerships and other pass-through entities, shareholders liable for the alternative minimum tax, dealers in securities or currencies, traders who elect to apply a mark-to-market method of accounting, tax-exempt organizations, U.S. expatriates, directors, employees, former employees or other persons who acquired their shares as compensation, including upon the exercise of employee stock options, and persons who are holding shares as part of a straddle, conversion, constructive sale, hedge or hedging or other integrated transaction. The discussion does not consider the effect of any applicable estate tax, gift tax, state, local or foreign tax.

laws. In addition, this discussion is based upon the Code, applicable U.S. Treasury regulations, administrative pronouncements and judicial decisions in effect on the date of this document, all of which are subject to change, with possible retroactive effect. **Each shareholder is urged to consult his or her tax advisor as to the particular tax consequences to such shareholder of participating or not participating in the offer, including the applications of state, local and foreign tax laws and possible tax law changes.**

TO COMPLY WITH IRS CIRCULAR 230, YOU ARE HEREBY NOTIFIED THAT: (a) ANY DISCUSSION OF FEDERAL TAX ISSUES CONTAINED OR REFERRED TO HEREIN IS NOT INTENDED OR WRITTEN TO BE USED, AND CANNOT BE USED BY YOU, FOR THE PURPOSES OF AVOIDING PENALTIES THAT MAY BE IMPOSED ON YOU UNDER THE CODE; (b) SUCH DISCUSSION IS WRITTEN TO SUPPORT THE PROMOTION OR MARKETING OF THE OFFER ADDRESSED BY THE WRITTEN ADVICE HEREIN; AND (c) YOU SHOULD SEEK ADVICE BASED ON YOUR PARTICULAR CIRCUMSTANCES FROM AN INDEPENDENT TAX ADVISOR.

Characterization of the Sale. The sale of shares by a shareholder to us pursuant to the offer will be a taxable transaction for United States federal income tax purposes. Under the stock redemption rules of Section 302 of the Code, such a sale will be treated as a “sale or exchange” of the shares if the sale of shares: (a) results in a “complete termination” of the shareholder’s interest in us, (b) is “substantially disproportionate” with respect to the shareholder, or (c) is “not essentially equivalent to a dividend” with respect to the shareholder. If none of these three tests (referred to as the Section 302 tests) is met, such a sale will be treated as a distribution by us to the selling shareholder. Each of the Section 302 tests is described in more detail below.

Treatment as a Sale or Exchange. If any of the Section 302 tests is satisfied with respect to a shareholder, and the sale is therefore treated as a “sale or exchange” of the shares for United States federal income tax purposes, the tendering shareholder will recognize gain or loss equal to the difference between the amount of cash received by the shareholder pursuant to the offer and the shareholder’s adjusted tax basis in the shares sold pursuant to the offer. Gain or loss must be calculated separately with respect to each block of shares sold. Any such gain or loss will be capital gain or loss and will be long-term capital gain or loss if the shares have been held for more than one year. Capital gains of non-corporate taxpayers derived with respect to capital assets held for more than one year are eligible for reduced rates of taxation. Certain limitations apply to the deductibility of capital losses.

Treatment as a Dividend. If none of the Section 302 tests is satisfied with respect to a shareholder, the shareholder will be treated as having received a distribution in an amount equal to the amount of cash received by the shareholder pursuant to the offer (without reduction for the tax basis of the shares sold pursuant to the offer), taxable as a dividend to the extent of the portion of our available current year or accumulated “earnings and profits,” allocable to the tendered shares. For certain U.S. non-corporate taxpayers, dividend income is currently taxed for federal income tax purposes at the same reduced rate as net long-term capital gain. Any cash received in excess of the tendered shares’ allocable portion of our available current year or accumulated earnings and profits will be treated first as a non-taxable return of capital causing a reduction in the shareholder’s adjusted tax basis of such shares, but not below zero and any amounts in excess of the basis in such tendered shares shall be taxable, as a capital gain. We anticipate, but there can be no assurance, that our available current year or accumulated earnings and profits will be such that a portion of the amounts treated as a distribution will be taxed as a dividend. To the extent that our purchase of a shareholder’s shares pursuant to the offer is treated as the receipt by the shareholder of a dividend, the shareholder’s adjusted tax basis in the shares sold in the offer will be added to the tax basis of any shares retained by such shareholder, if any, or certain other related parties.

Constructive Ownership of Stock for purposes of Application of the Section 302 Tests. In determining whether any of the Section 302 tests is satisfied, a shareholder must take into account both shares actually owned by such shareholder and any shares considered as owned by such shareholder by reason of certain constructive ownership rules set forth in Section 318 of the Code. Under these rules, a shareholder generally will be considered to own shares which the shareholder has the right to acquire by the exercise of an option or warrant or by conversion or exchange of a security. A shareholder generally will also be considered to own any shares that are owned (and, in some cases, constructively owned) by some members of the shareholder's family and by some entities (such as corporations, partnerships, trusts and estates) in which the shareholder, a member of the shareholder's family or a related entity has an interest.

Section 302 Tests. One of the following tests must be satisfied with respect to a shareholder in order for our purchase of shares from such shareholder pursuant to the offer to be treated as a sale or exchange for U.S. federal income tax purposes:

- **Complete Termination.** A sale of shares pursuant to the offer will result in a "complete termination" of a shareholder's interest in us if, pursuant to the offer, either (i) we purchase all of the shares actually and constructively owned by the shareholder, or (ii) we purchase all of the shares actually owned by the shareholder and, with respect to constructively owned shares, the shareholder is eligible to waive (and effectively waives) constructive ownership of all such shares under procedures described in Section 302(c) of the Code. **Shareholders in this position should consult their tax advisors as to the availability of, and procedures and conditions for electing, this waiver.**
- **Substantially Disproportionate.** The sale of shares pursuant to the offer will be "substantially disproportionate" with respect to a shareholder if, among other things, after the sale pursuant to the offer (treating as not outstanding all shares purchased pursuant to the offer), the shareholder's actual and constructive percentage ownership of voting shares (and common shares) is less than 80% of the shareholder's actual and constructive percentage ownership of voting shares (and common shares) before the purchase of shares pursuant to the offer (treating as outstanding all shares purchased pursuant to the offer) and the shareholder owns less than 50 percent of the total combined voting power of all classes of stock immediately after the sale.
- **Not Essentially Equivalent to a Dividend.** In order for the sale of shares by a shareholder pursuant to the offer to qualify as "not essentially equivalent to a dividend" the shareholder must experience a "meaningful reduction" in his proportionate interest in us as a result of the sale, taking into account the constructive ownership rules. Whether the sale by a shareholder pursuant to the offer will result in a "meaningful reduction" of the shareholder's proportionate interest will depend on the shareholder's particular facts and circumstances. The Internal Revenue Service has indicated in a published ruling that even a small reduction in the proportionate interest of a small minority shareholder (for example, less than 1%) in a publicly held corporation who exercises no control over corporate affairs may constitute a "meaningful reduction." **Shareholders should consult their own tax advisors regarding the application of this test to their particular circumstances.**

We cannot predict whether or to what extent the offer will be oversubscribed. As discussed above, if the offer is oversubscribed, proration of the tenders pursuant to the offer will cause us to accept fewer shares than are tendered. Accordingly, there can be no assurance that a sufficient number of a particular shareholder's shares will be exchanged pursuant to the offer in order for the shareholder to meet any of the three Section 302 tests. Additionally, shareholders who tender all of the shares actually owned by them in the offer, but who are subject to the constructive ownership rules, or who acquire additional shares contemporaneously with the offer, should consider the effect of these

rules and these acquisitions in determining whether they will meet the Section 302 tests. **Each shareholder is urged to consult his or her own tax advisor as to the application of the Section 302 tests to his or her particular circumstances.**

Special Rules for Corporate Shareholders. A corporate shareholder that does not satisfy any of the Section 302 tests and that is treated as receiving a dividend as a result of selling shares to us pursuant to the offer may be eligible for the dividends received deduction. The dividends received deduction is subject to certain limitations. In addition, since not all shareholders will be selling the same proportionate interest in their shares, any amount received by a corporate shareholder that is treated as a dividend will constitute an “extraordinary dividend” under Section 1059 of the Code, which will result in the reduction of tax basis in the shareholder’s shares or in gain recognition. **Corporate shareholders should consult their own tax advisors as to the tax consequences of dividend treatment in their particular circumstances.**

Foreign shareholders. The United States federal income tax rules governing foreign shareholders (as defined in Section 3) are complex and the following is only a limited summary of some general rules applicable to certain foreign shareholders. **All foreign shareholders should consult their own tax advisors regarding the United States federal, state, local and foreign tax consequences, including tax reporting requirements, of the sale of shares to us pursuant to the offer.**

As described above in Section 3, because the depositary cannot determine whether payments to any particular shareholder will qualify for sale or exchange treatment the depositary will withhold 30% of any gross payments made to a foreign shareholder pursuant to the offer (as if such payments were a dividend) unless a reduced rate of withholding or an exemption from withholding is applicable.

If a foreign shareholder’s sale of shares to us pursuant to the offer is characterized as a sale or exchange, rather than as a dividend, the shareholder generally will not be subject to United States federal income tax on such sale unless:

- (i) in the case of a nonresident alien individual, the individual is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are met; or
- (ii) the gain is effectively connected with a United States trade or business or, if certain tax treaties apply, the gain is attributable to a permanent establishment maintained by the shareholder in the United States.

If exception (i) above applies, the foreign shareholder generally will be subject to U.S. federal income tax at a rate of 30% (or at a reduced rate under an applicable income tax treaty) on the amount by which such foreign shareholder’s capital gains allocable to U.S. sources exceed capital losses allocable to U.S. sources during the taxable year of the disposition of the shares. If exception (ii) applies, the foreign shareholder generally will be subject to U.S. federal income tax with respect to such gain in the same manner as a United States person, unless otherwise provided in an applicable income tax treaty, and a foreign shareholder that is a corporation for U.S. federal income tax purposes may also be subject to a branch profits tax with respect to such gain at a rate of 30% (or at a reduced rate under an applicable income tax treaty).

If a foreign shareholder is not subject to United States federal income tax, (because, for example, such shareholder qualifies for sale or exchange treatment and is not taxable under the foregoing exceptions) the shareholder may be entitled to a refund of the tax withheld by the depositary. Foreign shareholders should consult their own tax advisors regarding the possibility of obtaining a refund.

If a foreign shareholder does not satisfy any of the Section 302 tests explained above, the full amount received by the foreign shareholder will be treated as a distribution to the foreign shareholder

with respect to the foreign shareholder's shares. The treatment, for U.S. federal income tax purposes, of such distribution as a dividend, a tax-free return of capital or as a capital gain will be determined in the manner described above (see "Certain U.S. Federal Income Tax Consequences—Treatment as a Dividend."). To the extent that amounts received by a foreign shareholder are treated as dividends, such dividends will generally be subject to withholding of United States federal income tax at the rate of 30% or such lower rate as may be specified by an applicable income tax treaty, provided we have received proper certification of the application of such income tax treaty. Foreign shareholders should consult their own tax advisors regarding their entitlement to benefits under an applicable income tax treaty and the manner of claiming the benefits of such treaty. A foreign shareholder that is eligible for a reduced rate of U.S. federal withholding tax under an income tax treaty may obtain a refund or credit of any excess amounts withheld by filing an appropriate claim for a refund with the IRS. Amounts treated as dividends that are effectively connected with a foreign shareholder's conduct of a trade or business in the United States and, if provided in an applicable income tax treaty, are attributable to a permanent establishment in the United States, are not subject to the U.S. federal withholding tax, but generally are instead taxed in the manner applicable to U.S. persons, as described above. In that case, we will not have to withhold U.S. federal withholding tax if the foreign shareholder complies with applicable certification and disclosure requirements. In addition, dividends received by a foreign corporation that are effectively connected with the conduct of a trade or business in the United States may be subject to a branch profits tax at a 30% rate, or a lower rate specified in an applicable income tax treaty.

Withholding. For a discussion of certain withholding tax consequences to tendering shareholders, see Section 3.

Information Reporting. Information statements will be provided to shareholders whose shares are purchased by us and to the IRS, reporting the payment of the total purchase price (except with respect to shareholders that are exempt from the information reporting rules, such as corporations).

The federal income tax discussion set forth above is included for general information only. Each shareholder is urged to consult his or her own tax advisor to determine the particular tax consequences to him or her (including the applicability and effect of the constructive ownership rules and estate and gift taxes, foreign, state and local tax laws and possible tax law changes) of the sale of shares pursuant to the offer.

15. Extension of The Offer; Termination; Amendment.

We reserve the right, in our sole discretion, at any time and from time to time, and regardless of whether or not any of the events set forth in Section 7 occur or are deemed by us to have occurred, to extend the period of time during which the offer is open and thereby delay acceptance for payment of, and payment for, any shares by giving oral or written notice of such extension to the depositary and making a public announcement of the extension. We also reserve the right, in our sole discretion, to terminate the offer and not accept for payment or pay for any shares not already accepted for payment or paid for or, subject to applicable law, to postpone payment for shares upon the occurrence of any of the conditions specified in Section 7 by giving oral or written notice of such termination or postponement to the depositary and making a public announcement of the termination or postponement. Our reservation of the right to delay acceptance for payment and to delay payment for shares which we have accepted for payment is limited by Rule 13e-4(f)(5) under the Exchange Act, which requires that we must pay the consideration offered or return the shares tendered promptly after termination or withdrawal of the offer.

Subject to compliance with applicable law, we also reserve the right, in our sole discretion, and regardless of whether any of the events set forth in Section 7 occur or are deemed by us to have

occurred, to amend the offer in any respect, including, without limitation, by decreasing or increasing the consideration offered in the offer to holders of shares or by decreasing or increasing the number of shares being sought in the offer.

The announcement, in the case of an extension, shall be issued no later than 9:00 a.m., New York City time, on the next business day after the last previously scheduled or announced expiration date.

Any public announcement made under the offer will be disseminated promptly to shareholders in a manner reasonably designed to inform shareholders of that change. Without limiting the manner in which we may choose to make any public announcement, except as provided by applicable law, we have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release to PR Newswire or another comparable news service.

If we materially change the terms of the offer or the information concerning the offer, we will extend the offer to the extent required by Rule 13e-4 promulgated under the Exchange Act. This rule and certain related releases and interpretations of the Securities and Exchange Commission provide that the minimum period during which a tender offer must remain open following material changes in the terms of the tender offer or information concerning the tender offer (other than a change in price or a change in percentage of securities sought) will depend on the facts and circumstances, including the relative materiality of such terms or information.

If we undertake any of the following actions:

- increase or decrease the range of prices to be paid for the shares;
- increase the number of shares being sought in the offer, and such increase in the number of shares being sought exceeds 2% of our outstanding shares;
- decrease the number of shares being sought in the offer; or
- materially change the fees to be paid to our dealer managers,

and the offer is scheduled to expire at any time earlier than the expiration of a period ending on the tenth business day from, and including, the date that such notice of an increase or decrease is first published, sent or given to security holders in the manner specified in this Section 15, then the offer will be extended until the expiration of a period of ten business days.

16. Fees and Expenses.

We have retained Goldman, Sachs & Co., and Citigroup Global Markets Inc. to act as our financial advisors in connection with the offer and to act as dealer managers. In their roles as dealer managers, Goldman, Sachs & Co., and Citigroup Global Markets Inc. may contact brokers, dealers and similar entities and may provide information regarding the offer to those that they contact or persons that contact them. In addition, the dealer managers have given us advice with respect to the offer and will receive compensation in connection with the offer. Our arrangement with the dealer managers provides for reasonable and customary compensation. We have also agreed to reimburse the dealer managers for reasonable out-of-pocket expenses incurred in connection with the offer, including reasonable fees and expenses of counsel, and to indemnify the dealer managers against various liabilities in connection with the offer, including liabilities under the federal securities laws. The dealer managers in the ordinary course of their business purchase and/or sell our securities, including the shares, for their own account and for the account of their customers. As a result, the dealer managers at any time may own certain of our shares and may tender shares for their own account.

[Table of Contents](#)

Each of the dealer managers has in the past and may continue in the future to provide various investment banking and other services to us, for which it has received and would receive customary compensation from us. The dealer managers will serve as the advisors and are expected to serve as joint lead arrangers and joint book runners under our new bridge loan facility and Goldman Sachs Credit Partners is expected to serve as the sole administrative agent under our new bridge loan facility.

We have retained MacKenzie Partners, Inc. to act as information agent and Wells Fargo Bank, N.A. to act as depositary in connection with the offer. The information agent may contact holders of shares by mail, telephone, telegraph and in person and may request that brokers, dealers, commercial banks, trust companies and other nominee shareholders forward materials relating to the offer to beneficial owners. The information agent and the depositary will each receive reasonable and customary compensation for their services, will be reimbursed by us for specified reasonable out-of-pocket expenses and will be indemnified against certain liabilities in connection with the offer, including certain liabilities under the federal securities laws.

We will not pay fees or commissions to any broker, dealer, commercial bank, trust company or other person for soliciting any shares under the offer, other than as described above. We will, however, on request, reimburse brokers, dealers, commercial banks, trust companies and other persons for customary handling and mailing expenses incurred in forwarding the offer and related materials to the beneficial owners for when they act as nominees. No broker, dealer, commercial bank or trust company has been authorized to act as our agent or as an agent of our dealer managers, information agent or depositary for purposes of the offer. We will pay, or cause to be paid, any stock transfer taxes on our purchase of shares, except as otherwise provided in Section 5 hereof and in Instruction 7 of the letter of transmittal.

17. Miscellaneous.

We are not aware of any jurisdiction where the making of the offer is not in compliance with applicable law. If we become aware of any jurisdiction where the making of the offer is not in compliance with any applicable law, we will make a good faith effort to comply with the applicable law. If, after good faith effort, we cannot comply with the applicable law, we will not make the offer to, nor will we accept tenders from or on behalf of, the holders of shares residing in that jurisdiction. In any jurisdiction where the securities or blue sky laws require the offer to be made by a licensed broker or dealer, the offer shall be deemed to be made on our behalf by the dealer managers or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

In accordance with Rule 13e-4 under the Exchange Act, we have filed with the Securities and Exchange Commission a Tender Offer Statement on Schedule TO that contains additional information with respect to the offer. The Schedule TO, including the exhibits and any amendments thereto, may be examined, and copies may be obtained, at the same places and in the same manner as is set forth in Section 10 with respect to information concerning us.

We have not authorized any person to make any recommendation on our behalf regarding whether you should tender or refrain from tendering your shares in the offer. We have not authorized any person to provide any information or make any representation in connection with the offer, other than those contained in this offer to purchase or in the letter of transmittal. You should not rely upon any recommendation, information or representation that is given or made to you as having been authorized by Entegris, any of the dealer managers or the information agent.

Entegris, Inc.
May 11, 2007

The Depositary for the Offer is:
Wells Fargo Bank, N.A.

By First Class Mail:

WELLS FARGO BANK, N.A.
Shareowner Services Voluntary Corporate Actions
P.O. Box 64854 St. Paul,
Minnesota 55164-0854
Phone: (800) 380-1372

By Hand, Overnight Courier or Express Mail:

WELLS FARGO BANK, N.A.
Shareowner Services Voluntary Corporate Actions
161 North Concord Exchange South St. Paul,
Minnesota 55075
Phone: (800) 380-1372

Manually signed facsimile copies of the letter of transmittal will be accepted. The letter of transmittal and certificates for shares and any other required documents should be sent or delivered by each Entegris record shareholder or the shareholder's broker, dealer, commercial bank, trust company or nominee to the depositary at its address set forth above.

Any questions or requests for assistance may be directed to the information agent or the dealer managers at their telephone numbers or addresses set forth below. Requests for additional copies of this offer to purchase, the letter of transmittal or the notice of guaranteed delivery may be directed to the information agent at the telephone number or address set forth below. You may also contact your broker, dealer, commercial bank, trust company or nominee for assistance concerning the offer. To confirm delivery of shares, shareholders are directed to contact the depositary.



The Information Agent for the Offer is:

**MACKENZIE
PARTNERS, INC.**

105 Madison Avenue
New York, NY 10016

(212) 929-5500 (call collect)

or

Call Toll-Free (800) 322-2885

Email: entegris@mackenziepartners.com

The Dealer Managers for Our Offer are:

Goldman, Sachs & Co.
85 Broad Street
New York, NY 10004
(212) 902-1000 (call collect)
(800) 323-5678 (call toll-free)

Citigroup Global Markets Inc.
Special Equity Transactions Group
390 Greenwich St, 5th Floor
New York, NY 10013
(212) 723-7838 (call collect)
(877) 531-8365 (call toll-free)

LETTER OF TRANSMITTAL
TO ACCOMPANY SHARES OF COMMON STOCK OF
ENTEGRIS, INC.
TENDERED PURSUANT TO THE OFFER TO PURCHASE
DATED MAY 11, 2007

**THE OFFER AND WITHDRAWAL RIGHTS EXPIRE AT 11:59 P.M.,
NEW YORK CITY TIME, ON JUNE 8, 2007, UNLESS THE OFFER IS EXTENDED**

The Depositary for our Offer is:

WELLS FARGO BANK, N.A.

By First Class Mail:

WELLS FARGO BANK, N.A.
Shareowner Services Voluntary Corporate Actions
P.O. Box 64854
St. Paul, Minnesota 55164-0854
Phone: (800) 380-1372

By Hand, Overnight Courier or Express Mail:

WELLS FARGO BANK, N.A.
Shareowner Services Voluntary Corporate Actions
161 North Concord Exchange
South St. Paul, Minnesota 55075
Phone: (800) 380-1372

YOU SHOULD READ CAREFULLY THIS LETTER OF TRANSMITTAL, INCLUDING THE ACCOMPANYING INSTRUCTIONS, BEFORE YOU COMPLETE IT. FOR THIS LETTER OF TRANSMITTAL TO BE VALIDLY DELIVERED, IT MUST BE RECEIVED BY THE DEPOSITARY AT ONE OF THE ABOVE ADDRESSES BEFORE OUR OFFER EXPIRES (IN ADDITION TO THE OTHER REQUIREMENTS DETAILED IN THIS LETTER OF TRANSMITTAL AND ITS INSTRUCTIONS). DELIVERY OF THIS LETTER OF TRANSMITTAL TO ANOTHER ADDRESS WILL NOT CONSTITUTE A VALID DELIVERY. DELIVERIES TO US, THE DEALER MANAGERS, THE INFORMATION AGENT OR THE BOOK-ENTRY TRANSFER FACILITY WILL NOT BE FORWARDED TO THE DEPOSITARY AND WILL NOT CONSTITUTE A VALID DELIVERY.

DESCRIPTION OF SHARES TENDERED (See Instructions 3 and 4)			
Name(s) and Address(es) of Registered Holder(s) (please fill in exactly as name(s) appear(s) on Certificate(s))	Shares Tendered For Certificates Enclosed (1) (Attach Additional Signed List if Necessary)		
	Certificate Number	Total Number of Shares Evidenced by Certificate(s)	Number of Shares Tendered (2)
	Total Certificated Shares Tendered:		_____
	Total Shares Tendered by Book-Entry:		_____
	Total Shares Tendered:		_____
(1) Need not be completed by shareholders who tender shares by book-entry transfer. (2) Unless otherwise indicated, it will be assumed that all shares represented by any certificates delivered to the depositary are being tendered. See Instruction 4.			

WHEN THIS LETTER OF TRANSMITTAL SHOULD BE USED:

You should complete this letter of transmittal only if:

- You are including with this letter of transmittal certificates representing shares that you are tendering (or the certificates will be delivered pursuant to a notice of guaranteed delivery you have previously sent to the depositary); or
- You are concurrently tendering shares by book-entry transfer to the account maintained by the depositary at The Depository Trust Company (the “book-entry transfer facility”) pursuant to Section 3 of the offer to purchase and you are not using an agent’s message (as defined in Instruction 2).

If you want to tender your shares into our offer but (1) your certificates are not immediately available, (2) you cannot deliver all documents required by this letter of transmittal to the depositary before our offer expires, or (3) you cannot comply with the procedure for book-entry transfer on a timely basis, you can still tender your shares if you comply with the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase. See Instruction 2.

ADDITIONAL INFORMATION REGARDING TENDERED SHARES

- ☐ Check here if any certificate evidencing the shares you are tendering with this letter of transmittal has been lost, stolen, destroyed or mutilated. If so, you must complete an affidavit of loss and return it with your letter of transmittal. A bond may be required to be posted by you to secure against the risk that the certificates may be recirculated. Please call Wells Fargo Bank, N.A., as the transfer agent for the shares, at (800) 380-1372 to obtain an affidavit of loss, for further instructions and for a determination as to whether you will need to post a bond. See Instruction 14.
- ☐ Check here if tendered shares are being delivered by book-entry transfer made to an account maintained by the depositary with the book-entry transfer facility and complete the following (only financial institutions that are participants in the system of the book-entry transfer facility may deliver shares by book-entry transfer):

Name of Tendering Institution: _____

Account Number: _____

Transaction Code Number: _____

- ☐ Check here if tendered shares are being delivered pursuant to a notice of guaranteed delivery previously sent to the depositary and complete the following:

Name(s) of Registered Owner(s): _____

Date of Execution of Notice of Guaranteed Delivery: _____

Name of Institution that Guaranteed Delivery: _____

Account Number: _____

PRICE AT WHICH YOU ARE TENDERING

(See Instruction 5)

YOU MUST CHECK ONE BOX AND ONLY ONE BOX IF YOU WANT TO TENDER YOUR SHARES. IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, YOUR SHARES WILL NOT BE PROPERLY TENDERED.

SHARES TENDERED AT A PRICE DETERMINED BY YOU:

By checking one of the following boxes below INSTEAD OF THE BOX UNDER “SHARES TENDERED AT A PRICE DETERMINED PURSUANT TO THE OFFER,” you are tendering shares at the price checked. This action would result in none of your shares being purchased if the purchase price selected by Entegris, Inc. for the shares is less than the price checked below. If you want to tender portions of your shares at more than one price, you must complete a separate letter of transmittal for each price at which you tender shares. The same shares cannot be tendered at more than one price.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

<input type="checkbox"/> \$11.00	<input type="checkbox"/> \$11.35	<input type="checkbox"/> \$11.70	<input type="checkbox"/> \$12.05
<input type="checkbox"/> \$11.05	<input type="checkbox"/> \$11.40	<input type="checkbox"/> \$11.75	<input type="checkbox"/> \$12.10
<input type="checkbox"/> \$11.10	<input type="checkbox"/> \$11.45	<input type="checkbox"/> \$11.80	<input type="checkbox"/> \$12.15
<input type="checkbox"/> \$11.15	<input type="checkbox"/> \$11.50	<input type="checkbox"/> \$11.85	<input type="checkbox"/> \$12.20
<input type="checkbox"/> \$11.20	<input type="checkbox"/> \$11.55	<input type="checkbox"/> \$11.90	<input type="checkbox"/> \$12.25
<input type="checkbox"/> \$11.25	<input type="checkbox"/> \$11.60	<input type="checkbox"/> \$11.95	
<input type="checkbox"/> \$11.30	<input type="checkbox"/> \$11.65	<input type="checkbox"/> \$12.00	

OR

SHARES TENDERED AT A PRICE DETERMINED PURSUANT TO THE OFFER:

- ☐ By checking THIS ONE BOX INSTEAD OF ONE OF THE PRICE BOXES ABOVE, you are tendering shares and are willing to accept the purchase price selected by Entegris, Inc. (“Entegris”) in accordance with the terms of our offer. This action will maximize the chance of having Entegris purchase your shares (subject to the possibility of proration). Note that this could result in your receiving a price per share as low as \$11.00.

ODD LOTS

As described in Section 1 of the offer to purchase, under certain conditions, shareholders holding fewer than 100 shares may have their shares accepted for payment before any proration of other tendered shares. This preference is not available to partial tenders, or to beneficial or record holders of an aggregate of 100 or more shares, even if these holders have separate accounts representing fewer than 100 shares. Accordingly, this section is to be completed only if shares are being tendered by or on behalf of a person owning, beneficially or of record, an aggregate of fewer than 100 shares. The undersigned either (check one box):

- ☐ is the beneficial or record owner of fewer than 100 shares in the aggregate, all of which are being tendered; or
- ☐ is a broker, dealer, commercial bank, trust company, or other nominee that (a) is tendering for the beneficial owner(s) shares with respect to which it is the record holder, and (b) believes, based upon representations made to it by the beneficial owner(s), that each such person is the beneficial owner of an aggregate of fewer than 100 shares and is tendering all of such shares.

In addition, the undersigned is tendering shares either (check one box):

- ☐ at the purchase price, as the same will be determined by Entegris in accordance with the terms of the offer; or
- ☐ at the price per share indicated above in the section captioned “Price per Share at which Shares are Being Tendered.”

CONDITIONAL TENDER

(See Instruction 15)

You may condition your tender of shares on our purchasing a specified minimum number of your tendered shares, all as described in Section 6 of the Offer to Purchase. Unless the minimum number of shares you indicate below is purchased by us in our offer, none of the shares you tender will be purchased. It is your responsibility to calculate that minimum number of shares that must be purchased if any are purchased, and you are urged to consult your own tax advisor before completing this section. Unless this box has been checked and a minimum number of shares specified, your tender will be deemed unconditional.

☐ The minimum number of shares that must be purchased, if any are purchased, is: _____ shares.

If, because of proration, the minimum number of shares that you designated above will not be purchased, we may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, you must have tendered all your shares and checked this box:

☐ The tendered shares represent all shares held by me.

SPECIAL DELIVERY INSTRUCTIONS

(See Instructions 1, 6, 7 and 9)

Complete this box **ONLY** if you want certificate(s) for shares not tendered or not purchased and/or any check for the purchase price, where such shares and check are to be issued in your name, to be mailed or sent to someone other than you or to you at an address other than the one shown above.

Name: _____

(PLEASE PRINT)

Address: _____

(INCLUDE ZIP CODE)

**(TAX IDENTIFICATION OR
SOCIAL SECURITY NUMBER)**

**NOTE: SIGNATURES MUST BE PROVIDED IN THE BOX BELOW LABELED
“IMPORTANT—SHAREHOLDERS SIGN HERE”**

**IF YOU WANT TO TENDER YOUR SHARES,
PLEASE READ THE ACCOMPANYING INSTRUCTIONS CAREFULLY.**

To Wells Fargo Bank, N.A.:

The undersigned hereby tenders to Entegris, Inc., a Delaware corporation (“Entegris”), the above-described shares of Entegris common stock, \$0.01 par value per share, at the price per share indicated in this letter of transmittal, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the offer to purchase, dated May 11, 2007, receipt of which is hereby acknowledged, and in this letter of transmittal which, together with the Offer to Purchase, as amended or supplemented from time to time, together constitute the offer.

Subject to, and effective upon, acceptance for payment of the shares tendered in accordance with the terms and subject to the conditions of the offer, including, if the offer is extended or amended, the terms and conditions of the extension or amendment, the undersigned agrees to sell, assign and transfer to, or upon the order of, Entegris all right, title and interest in and to all shares tendered and orders the registration of all shares tendered by book-entry transfer that are purchased under the offer to or upon the order of Entegris and irrevocably constitutes and appoints the depository as the true and lawful agent and attorney-in-fact of the undersigned with respect to the shares with full knowledge that the depository also acts as the agent of Entegris, with full power of substitution (the power of attorney being deemed to be an irrevocable power coupled with an interest), to:

1. deliver certificate(s) representing the shares or transfer ownership of the shares on the account books maintained by the book-entry transfer facility, together, in either case, with all accompanying evidences of transfer and authenticity, to, or upon the order of, Entegris upon receipt by the depository, as the undersigned’s agent, of the purchase price with respect to the shares;
2. present certificates for the shares for cancellation and transfer on Entegris books; and
3. receive all benefits and otherwise exercise all rights of beneficial ownership of the shares, subject to the next paragraph, all in accordance with the terms and subject to the conditions of the offer.

The undersigned covenants, represents and warrants to Entegris that:

1. the undersigned has full power and authority to tender, sell, assign and transfer the shares tendered hereby and, when and to the extent accepted for payment, Entegris will acquire good, marketable and unencumbered title to the tendered shares, free and clear of all security interests, liens, restrictions, charges, encumbrances, conditional sales agreements or other obligations relating to the sale or transfer of the shares, and not subject to any adverse claims;
2. the undersigned understands that tenders of shares pursuant to any one of the procedures described in Section 3 of the offer to purchase and in the instructions to this letter of transmittal will constitute the undersigned’s acceptance of the terms and conditions of the offer, including the undersigned’s representation and warranty that (a) the undersigned has a “net long position,” within the meaning of Rule 14e-4 promulgated under the Securities Exchange Act of 1934, in the shares or equivalent securities at least equal to the shares being tendered, and (b) the tender of shares complies with Rule 14e-4;
3. the undersigned will, upon request, execute and deliver any additional documents deemed by the depository or Entegris deem to be necessary or desirable to complete the sale, assignment and transfer of the shares tendered; and
4. the undersigned has read, understands and agrees to all of the terms of the offer.

The undersigned understands that Entegris's acceptance of shares tendered pursuant to any one of the procedures described in Section 3 of the Offer to Purchase and in the instructions to this letter of transmittal will constitute a binding agreement between the undersigned and Entegris upon the terms and subject to the conditions of the offer. The undersigned acknowledges that under no circumstances will Entegris pay interest on the purchase price, including, without limitation, by reason of any delay in making payment.

The name(s) and address(es) of the registered holder(s) should be printed, if they are not already printed above, exactly as they appear on the certificates evidencing shares tendered. The certificate numbers, the number of shares evidenced by the certificates, the number of shares that the undersigned wishes to tender, and the price at which the shares are being tendered should be set forth in the appropriate boxes above.

The undersigned understands that Entegris will determine a single per share price, not less than \$11.00 nor greater than \$12.25, that it will pay for shares properly tendered, taking into account the number of shares tendered and the prices specified by tendering shareholders. Entegris will select the lowest purchase price that will enable it to buy 20,408,163 shares or, if a lesser number of shares are properly tendered, all shares that are properly tendered and not properly withdrawn. All shares acquired in the offer will be acquired at the same purchase price. All shares properly tendered at prices equal to or below the purchase price and not properly withdrawn will be purchased, subject to the conditions of the offer, odd lot, proration and conditional tender provisions described in the offer to purchase. Shares tendered at prices in excess of the purchase price that is selected by Entegris and shares not purchased because of proration or conditional tenders will be returned without expense to the shareholder.

The undersigned recognizes that under the circumstances set forth in the Offer to Purchase, Entegris may terminate or amend the offer; may postpone the acceptance for payment of, or the payment for, shares tendered; or may accept for payment fewer than all of the shares tendered. The undersigned understands that certificate(s) for any shares not tendered or not purchased will be returned to the undersigned at the address indicated above, unless otherwise indicated in the box entitled "Special Delivery Instructions" above. The undersigned acknowledges that Entegris has no obligation, pursuant to the "Special Delivery Instructions" box, to transfer any certificate for shares from the name of its registered holder(s), or to order the registration or transfer of any shares tendered by book-entry transfer, if Entegris does not purchase any of the shares represented by such certificate or tendered by such book-entry transfer.

The check for the aggregate net purchase price for the shares tendered and purchased will be issued to the order of the undersigned and mailed to the address indicated above, unless otherwise indicated in the box entitled "Special Delivery Instructions" above.

All authority conferred or agreed to be conferred by this letter of transmittal will survive the death or incapacity of the undersigned, and any obligation of the undersigned will be binding on the heirs, personal representatives, executors, administrators, successors, assigns, trustees in bankruptcy and legal representatives of the undersigned. Except as stated in the offer to purchase, this tender is irrevocable.

IMPORTANT

SHAREHOLDERS SIGN HERE

(PLEASE COMPLETE AND RETURN THE ATTACHED SUBSTITUTE FORM W-9)

(The registered holder(s) must sign this document exactly as name(s) appear(s) on certificates(s) for shares or on a security position listing or the person(s) authorized to become the registered holder(s) by certificates and documents transmitted with this letter of transmittal must sign this document. If a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or other person acting in a fiduciary or representative capacity is signing this document, please set forth your full title and see Instruction 6.)

(Signature of Owner)

Dated: _____

Name(s): _____

Capacity (full title): _____

Address: _____
(Include Zip Code)

Daytime Area Code and Telephone Number: _____

Tax Identification or Social Security Number: _____

(See Substitute Form W-9)

APPLY MEDALLION GUARANTEE STAMP BELOW

(See Instructions 1 and 6)

SUBSTITUTE

Form **W-9**

Department of the
Treasury
Internal Revenue Service

**Request for Taxpayer
Identification Number (TIN) and
Certification**

Name:
Address:

Individual ☐
Partnership ☐
Corporation ☐
Other (specify) ☐
Exempt from backup withholding ☐

PART I. TAXPAYER IDENTIFICATION NUMBER (TIN)

Please provide your Taxpayer Identification
Number in the space at right and certify by signing
and dating below. If awaiting TIN, write "Applied
For."

SSN:

or

EIN:

PART II. CERTIFICATION

Under penalties of perjury, I certify that:

- (1) The number shown on this form is my correct Taxpayer Identification Number (or I am waiting for a number to be issued to me); and
- (2) I am not subject to backup withholding either because: (a) I am exempt from backup withholding, or (b) I have not been notified by the IRS that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding;
- (3) I am a U.S. person (including a U.S. resident alien).

CERTIFICATION INSTRUCTIONS—You must cross out item (2) above if you have been notified by the IRS that you are currently subject to backup withholding because of underreporting interest or dividends on your tax return.

Signature _____ Date: _____, 2007

NOTE: FAILURE TO COMPLETE AND RETURN THIS SUBSTITUTE FORM W-9 MAY RESULT IN IRS PENALTIES AND BACKUP WITHHOLDING OF 30% OF ANY PAYMENTS MADE TO YOU PURSUANT TO THE OFFER. PLEASE REVIEW THE ENCLOSED GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION NUMBER ON SUBSTITUTE FORM W-9 FOR ADDITIONAL DETAILS. YOU MUST ALSO COMPLETE THE FOLLOWING CERTIFICATE IF YOU ARE AWAITING (OR WILL SOON APPLY FOR) A TAXPAYER IDENTIFICATION NUMBER.

CERTIFICATE OF AWAITING TAXPAYER IDENTIFICATION NUMBER

I certify under penalties of perjury that a taxpayer identification number has not been issued to me, and either (1) I have mailed or delivered an application to receive a taxpayer identification number to the appropriate Internal Revenue Service Center or Social Security Administration Office, or (2) I intend to mail or deliver an application in the near future. I understand that if I do not provide a taxpayer identification number within 60 days, 30% of all reportable payments made to me will be withheld until I provide a taxpayer identification number to the depository.

Signature

Name (Please Print)

Date: _____, 2007

Form **W-8BEN**
(Rev. February 2006)

Department of the Treasury
Internal Revenue Service

**Certificate of Foreign Status of Beneficial Owner for United States
Tax Withholding**

Ø Section references are to the Internal Revenue Code. Ø See separate instructions.
Ø Give this form to the withholding agent or payer. Do not send to the IRS.

OMB No. 1545-1621

Do not use this form for:

- A U.S. citizen or other U.S. person, including a resident alien individualW-9
- A person claiming that income is effectively connected with the conduct of a trade or business in the United States.W-8ECI
- A foreign partnership, a foreign simple trust, or a foreign grantor trust (see instructions for exceptions)W-8ECI or W-8IMY
- A foreign government, international organization, foreign central bank of issue, foreign tax-exempt organization, foreign private foundation, or government of a U.S. possession that received effectively connected income or that is claiming the applicability of section(s) 115(2), 501(c), 892, 895, or 1443(b) (see instructions).W-8ECI or W-8EXP

Note: These entities should use Form W-8BEN if they are claiming treaty benefits or are providing the form only to claim they are a foreign person exempt from backup withholding.

- A person acting as an intermediary.W-8IMY

Note: See instructions for additional exceptions.

Instead, use Form:

Part I Identification of Beneficial Owner (See instructions.)

1 Name of individual or organization that is the beneficial owner

2 Country of incorporation or organization

3 Type of beneficial owner:

☐ Individual

☐ Grantor trust

☐ Central bank of issue

☐ Complex trust

☐ Estate

☐ Tax-exempt organization

☐ Corporation

☐ Government

☐ Private foundation

☐ Disregarded entity

☐ Partnership

☐ Simple trust

☐ International organization

4 Permanent residence address (street, apt. or suite no., or rural route). Do not use a P.O. box or in-care-of address.

City or town, state or province. Include postal code where appropriate.

Country (do not abbreviate)

5 Mailing address (if different from above)

City or town, state or province. Include postal code where appropriate.

Country (do not abbreviate)

6 U.S. taxpayer identification number, if required (see instructions)

☐ SSN or ITIN

☐ EIN

7 Foreign tax identifying number, if any (optional)

8 Reference number(s) (see instructions)

Part II Claim of Tax Treaty Benefits (if applicable)

9 I certify that (check all that apply):

a ☐ The beneficial owner is a resident of within the meaning of the income tax treaty between the United States and that country.

b ☐ If required, the U.S. taxpayer identification number is stated on line 6 (see instructions).

c ☐ The beneficial owner is not an individual, derives the item (or items) of income for which the treaty benefits are claimed, and, if applicable, meets the requirements of the treaty provision dealing with limitation on benefits (see instructions).

d ☐ The beneficial owner is not an individual, is claiming treaty benefits for dividends received from a foreign corporation or interest from a U.S. trade or business of a foreign corporation, and meets qualified resident status (see instructions).

e ☐ The beneficial owner is related to the person obligated to pay the income within the meaning of section 267(b) or 707(b), and will file Form 8833 if the amount subject to withholding received during a calendar year exceeds, in the aggregate, \$500,000.

10 Special rates and conditions (if applicable—see instructions): The beneficial owner is claiming the provisions of Article of the treaty identified on line 9a above to claim a% rate of withholding on (specify type of income):
Explain the reasons the beneficial owner meets the terms of the treaty article:
.

Part III Notional Principal Contracts

11 ☐ I have provided or will provide a statement that identifies those notional principal contracts from which the income is not effectively connected with the conduct of a trade or business in the United States. I agree to update this statement as required.

Part IV Certification

Under penalties of perjury, I declare that I have examined the information on this form and to the best of my knowledge and belief it is true, correct, and complete. I further certify under penalties of perjury that:
1 I am the beneficial owner (or am authorized to sign for the beneficial owner) of all the income to which this form relates,
2 The beneficial owner is not a U.S. person,
3 The income to which this form relates is (a) not effectively connected with the conduct of a trade or business in the United States, (b) effectively connected but is not subject to tax under an income tax treaty, or (c) the partner's share of a partnership's effectively connected income, and
4 For broker transactions or barter exchanges, the beneficial owner is an exempt foreign person as defined in the instructions.
Furthermore, I authorize this form to be provided to any withholding agent that has control, receipt, or custody of the income of which I am the beneficial owner or any withholding agent that can disburse or make payments of the income of which I am the beneficial owner.

Sign Here Ø

Signature of beneficial owner (or individual authorized to sign for beneficial owner)

Date (MM-DD-YYYY)

Capacity in which acting

For Paperwork Reduction Act Notice, see separate instructions.

Cat. No. 25047Z

Form **W-8BEN** (Rev. 2-2006)

**GUIDELINES FOR CERTIFICATION OF TAXPAYER IDENTIFICATION
NUMBER ON SUBSTITUTE FORM W-9**

Guidelines for Determining the Proper Identification Number to Give the Payer. Social Security numbers and individual taxpayer identification numbers have nine digits separated by two hyphens: i.e. 000-00-0000. Employer identification numbers have nine digits separated by only one hyphen: i.e. 00-0000000. The table below will help determine the number to give the payer.

For this type of account:		Give name and the SOCIAL SECURITY number (or individual taxpayer identification number) of —
1	An individual's account	The individual
2	Two or more individuals (joint account)	The actual owner of the account or, if combined funds, the first individual on the account ¹
3	Custodian account of a minor (Uniform Gift to Minors Act)	The minor ²
4	a. The usual revocable savings trust account (grantor is also trustee)	The grantor-trustee ¹
	b. So-called trust account that is not a legal or valid trust under State law.	The actual owner ¹

For this type of account:		Give the name and the EMPLOYER IDENTIFICATION number of—
5	Sole proprietorship account or single owner LLC	The owner ³
6	A valid trust, estate or pension trust	The legal entity ⁴ (do not furnish the taxpayer identification number of the personal representative or trustee unless the legal entity itself is not designated in the account title)
7	Corporate or LLC electing corporate status on Form 8832	The corporation
8	Religious, charitable, or educational organization account or an association, club or other tax-exempt organization	The organization
9	Partnership or multi-member LLC	The partnership
10	A broker or registered nominee	The broker or nominee
11	Account with the Department of Agriculture in the name of a public entity (such as a State or local government, school district, or prison) that receives agricultural program payments	The public entity

- 1 List first and circle the name of the person whose number you furnish. If only one person on a joint account has a SSN, that person's number must be furnished.
- 2 Circle the minor's name and furnish the minor's SSN.
- 3 You must show your individual name and you may also enter your business of "DBA" name on the second name line. You may use either your SSN or EIN (if you have one). If you are a sole proprietor, the IRS encourages you to use your SSN.
- 4 List first and circle the name of the legal trust, estate or pension trust. (Do not furnish the TIN of the personal representative or trustee unless the legal entity itself is not designated in the account title.)

Obtaining a Number

If you don't have a taxpayer identification number, obtain Form SS-5, Application for a Social Security Card, Form SS-4, Application for Employer Identification Number or Form W-7, Application for Individual Taxpayer Identification Number, at the local office of the Social Security Administration or the Internal Revenue Service and apply for a number.

To complete Substitute Form W-9, if you do not have a taxpayer identification number, write "Applied For" in the space for the taxpayer identification number in Part 1, sign and date the Form, and give it to the requester.

Payee Exempt from Backup Withholding

Payees specifically exempted from backup withholding on ALL payments include the following:

- An organization exempt from tax under section 501(a), or an individual retirement plan, or a custodian account under section 403(b)(7) if the account satisfies the requirements of section 401(f)(2).
- The United States, or any agency or instrumentality thereof.
- A State, the District of Columbia, a possession of the United States, or any of their political subdivisions or instrumentalities.
- An international organization or any agency, or instrumentality thereof.
- A foreign government or any of its political subdivisions, agencies or instrumentalities.

Payees that may be specifically exempted from backup withholding on payments of dividends and certain other payments include the following:

- A corporation.
- A financial institution.
- A futures commission merchant registered with the Commodity Futures Trading Commission.
- A dealer in securities or commodities registered in the U.S., the District of Columbia or a possession of the U.S.
- A real estate investment trust.
- A middleman known in the industry as a nominee or custodian.
- A common trust fund operated by a bank under section 584(a).
- A trust exempt from tax under section 664 or described in section 4947.
- An entity registered at all times during the taxable year under the Investment Company Act of 1940.
- A foreign central bank of issue.

Exempt payees should file Form W-9 to avoid possible erroneous backup withholding. **FILE THIS FORM WITH THE PAYER, FURNISH YOUR TAXPAYER IDENTIFICATION NUMBER, CHECK THE BOX LABELLED "EXEMPT FROM BACKUP WITHHOLDING", SIGN AND DATE THE FORM AND RETURN IT TO THE PAYER.**

Privacy Act Notice.—Section 6109 requires most recipients of dividend, interest, or other payments to give taxpayer identification numbers to payers who must report the payments to IRS. The IRS uses the numbers for

identification purposes and may also provide this information to various government agencies for tax enforcement of litigation purposes. Payers must be given the numbers whether or not recipients are required to file tax returns. Payers must generally withhold 30% of taxable interest, dividends, and certain other payments to a payee who does not furnish a taxpayer identification number to a payer. Certain penalties may also apply.

Penalties

1. **Penalty for Failure to Furnish Taxpayer identification Number.**—If you fail to furnish your taxpayer identification number to a payer, you are subject to a penalty of \$50 for each such failure unless your failure is due to reasonable cause and not to willful neglect.
2. **Civil Penalty for False Information With Respect to Withholding.**—If you make a false statement with no reasonable basis which results in no imposition of backup withholding, you are subject to a penalty of \$500.
3. **Criminal Penalty for Falsifying Information.**—Willfully falsifying certifications or affirmations may be subject to criminal penalties including fines and/or imprisonment.
4. **Misuse of Taxpayer Identification Numbers.**— If the requester discloses or uses taxpayer identification numbers in violation of Federal Law, the requester may be subject to civil and criminal penalties.

FOR ADDITIONAL INFORMATION CONTACT YOUR TAX ADVISOR OR THE INTERNAL REVENUE SERVICE.

**INSTRUCTIONS
FORMING PART OF THE TERMS AND CONDITIONS OF OUR OFFER**

1. *Guarantee Of Signatures.* Depending on how the certificates for your shares are registered and to whom you want deliveries made, you may need to have the signatures on this letter of transmittal guaranteed by an eligible guarantor institution. No signature guarantee is required if either:

- this letter of transmittal is signed by the registered holder(s) of the shares tendered (which, for these purposes, includes any participant in the book-entry transfer facility whose name appears on a security position listing as the owner of the shares) exactly as the name of the registered holder(s) appears on the certificate(s) for the shares and payment is to be made directly to the holder, unless the holder has completed the box entitled “Special Delivery Instructions” above, in which case, delivery will not be made to the holder; or
- the shares are tendered for the account of a bank, broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity that is also an “eligible guarantor institution,” as that term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934, as amended, each such entity, referred to as an “eligible guarantor institution.”

In all other cases, including if you have completed the box entitled “Special Delivery Instructions” above, an eligible guarantor institution must guarantee all signatures on this letter of transmittal. You may also need to have any certificates you deliver endorsed or accompanied by a stock power, and the signatures on these documents also may need to be guaranteed. See Instruction 6.

2. *Delivery of Letter of Transmittal and Certificates; Guaranteed Delivery Procedures.* For your shares to be properly tendered, EITHER (1) OR (2) below must happen:

(1) The depository must receive all of the following at its address above in this letter of transmittal before or on the date our offer expires:

- either (a) the certificates for the shares or (b) a confirmation of receipt of the shares pursuant to the procedure for book-entry transfer described in this instruction, and
- either (a) properly completed and executed letter of transmittal or a manually executed facsimile of it, including any required signature guarantees, or (b) an “agent’s message” of the type described in this Instruction 2 in the case of a book-entry transfer, and
- any other documents required by this letter of transmittal.

(2) You must comply with the guaranteed delivery procedure set forth below.

Book-Entry Delivery. Any institution that is a participant in the book-entry transfer facility’s system may make book-entry delivery of the shares by causing the book-entry transfer facility to transfer shares into the depository’s account in accordance with the book-entry transfer facility’s procedures for transfer. Delivery of this letter of transmittal or any other required documents to the book-entry transfer facility does not constitute delivery to the depository.

Agent’s Message. The term “agent’s message” means a message transmitted by the book-entry transfer facility to, and received by, the depository, which states that the book-entry transfer facility has received an express acknowledgment from the participant in the book-entry transfer facility tendering the shares that the participant has received and agrees to be bound by the terms of this letter of transmittal and that we may enforce the agreement against them.

Guaranteed Delivery. If you wish to tender your shares but your share certificate(s) are not immediately available or cannot be delivered to the depository before the offer expires, the procedure for book-entry transfer

cannot be completed on a timely basis, or if time will not permit all required documents to reach the depositary before the offer expires, your shares may still be tendered, if all of the following conditions are satisfied:

- the tender is made by or through an eligible guarantor institution;
- the depositary receives by hand, mail, overnight courier or facsimile transmission, before the expiration date, a properly completed and duly executed notice of guaranteed delivery in the form provided with this letter of transmittal, specifying the price at which shares are being tendered, including (where required) a signature guarantee by an eligible guarantor institution in the form set forth in the notice of guaranteed delivery; and
- all of the following are received by the depositary within three NASDAQ Global Market trading days after the date of receipt by the depositary of the notice of guaranteed delivery:
 - either (a) the certificates for the shares or (b) a confirmation of receipt of the shares pursuant to the procedure for book-entry transfer described in this instruction 2;
 - either (a) a properly completed and executed letter of transmittal or a manually executed facsimile of it, including any required signature guarantees, or (b) an “agent’s message” of the type described in this Instruction 2 in the case of a book-entry transfer; and
 - any other documents required by this letter of transmittal.

The method of delivering all documents, including share certificates, this letter of transmittal and any other required documents, is at your election and risk. If delivery is by mail, we recommend you use registered mail with return receipt requested, properly insured. In all cases, sufficient time should be allowed to ensure timely delivery.

Except as specifically permitted by Section 6 of the Offer to Purchase, we will not accept any alternative, conditional or contingent tenders, nor will we purchase any fractional shares, except as expressly provided in the offer to purchase. All tendering shareholders, by execution of this letter of transmittal or a manually signed facsimile of this letter of transmittal, waive any right to receive any notice of the acceptance of their tender.

3. *Inadequate Space.* If the space provided in the box entitled “Description of Shares Tendered” above is inadequate, the certificate numbers and/or the number of shares should be listed on a separate signed schedule and attached to this letter of transmittal.

4. *Partial Tenders and Unpurchased Shares.* (This paragraph does not apply to shareholders who tender by book-entry transfer.) If fewer than all of the shares evidenced by any certificate are to be tendered, fill in the number of shares that are to be tendered in the column entitled “Number of Shares Tendered” in the box entitled “Description of Shares Tendered” above. In that case, if any tendered shares are purchased, a new certificate for the remainder of the shares (including any shares not purchased) evidenced by the old certificate(s) will be issued and sent to the registered holder(s), unless otherwise specified in the box entitled “Special Delivery Instructions” in this letter of transmittal, as soon as practicable after the expiration date. Unless otherwise indicated, all shares represented by the certificate(s) set forth above and delivered to the depositary will be deemed to have been tendered.

If any tendered shares are not purchased or are properly withdrawn, or if fewer than all shares evidenced by a shareholder’s certificates are tendered, certificates for unpurchased shares will be returned as soon as practicable after the expiration or termination of the offer or the proper withdrawal of the shares, as applicable. In the case of shares tendered by book-entry transfer at the book-entry transfer facility, the shares will be credited to the appropriate account maintained by the tendering shareholder at the book-entry transfer facility. In each case, shares will be returned or credited without expense to the shareholder.

5. *Indication of Price at Which Shares are Being Tendered.* If you want to tender your shares, you must properly complete the pricing section of this letter of transmittal, which is called “Price at Which You Are

Tendering.” You must check one box in the pricing section. If more than one box is checked or no box is checked, your shares will not be properly tendered. If you want to tender portions of your shares at more than one price, you must complete a separate letter of transmittal for each price at which you tender shares. However, the same shares cannot be tendered at more than one price, unless previously and properly withdrawn as provided in Section 4 of the offer to purchase.

6. *Signatures on Letter of Transmittal; Stock Powers and Endorsements; Exact Signature.* If this letter of transmittal is signed by the registered holder(s) of the shares tendered, the signature(s) must correspond exactly with the name(s) as written on the face of the certificate(s) without any change whatsoever.

Joint Holders. If the shares tendered are registered in the names of two or more joint holders, each holder must sign this letter of transmittal.

Different Names on Certificates. If any tendered shares are registered in different names on several certificates, it will be necessary to complete, sign and submit as many separate letters of transmittal (or manually signed facsimiles) as there are different registrations of certificates.

Endorsements. When this letter of transmittal is signed by the registered holder(s) of the shares tendered, no endorsements of certificates representing the shares or separate stock powers are required.

If this letter of transmittal is signed by a person other than the registered holder(s) of the certificates listed, the certificates must be endorsed or accompanied by appropriate stock powers, in either case signed exactly as the name(s) of the registered holder(s) appears on the certificates, and the signatures on the certificates or stock powers must be guaranteed by an eligible institution. See Instruction 1.

Signatures of Fiduciaries. If this letter of transmittal or any certificate or stock power is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer of a corporation or any other person acting in a fiduciary or representative capacity, that person should so indicate when signing and must submit proper evidence satisfactory to us of his or her authority to so act.

7. *Stock Transfer Taxes.* Except as provided in this Instruction 7, no stock transfer tax stamps or funds to cover tax stamps need accompany this letter of transmittal. We will pay any stock transfer taxes payable on the transfer to us of shares purchased pursuant to our offer. If, however,

- payment of the purchase price is to be made to any person other than the registered holder(s);
- shares not tendered or rejected for purchase are to be registered in the name(s) of any person(s) other than the registered holder(s); or
- certificates representing tendered shares are registered in the name(s) of any person(s) other than the person(s) signing this letter of transmittal,

then the depositary will deduct from the purchase price the amount of any stock transfer taxes (whether imposed on the registered holder(s), other person(s) or otherwise) payable on account of the transfer to that person, unless satisfactory evidence of the payment of the taxes or any exemption therefrom is submitted.

8. *Special Delivery Instructions.* If the certificates and/or checks are to be sent to someone other than the person signing this letter of transmittal or to the signer at a different address, the box entitled “Special Delivery Instructions” on this letter of transmittal should be completed as applicable and signatures must be guaranteed as described in Instruction 1.

10. *Irregularities.* All questions as to the number of shares to be accepted, the price to be paid for shares to be accepted and the validity, form, eligibility, including time of receipt, and acceptance for payment of any tender of shares will be determined by us in our sole discretion. Our determination will be final and binding on all parties. We reserve the absolute right to reject any or all tenders of any shares that we determine are not in proper form or the acceptance of or payment for which we determine may be unlawful. We also reserve the absolute right to waive any of the conditions of the offer or any defect or irregularity in any tender with respect to any particular shares or any particular shareholder. Our interpretation of the terms of the offer (including these instructions) will be final and binding on all parties. No tender of shares will be deemed to have been properly made until all defects or irregularities have been cured by the tendering shareholder or waived by us. Unless waived, any defects and irregularities in connection with tenders must be cured within the time period, if any, we determine. None of us, the depositary, the information agent, the dealer managers or any other person will be under any duty to give notice of any defects or irregularities in any tender, or incur any liability for failure to give any notice.

11. *Questions and Requests for Assistance and Additional Copies.* Questions and requests for additional copies of the offer to purchase, this letter of transmittal or the notice of guaranteed delivery may be directed to the information agent at the telephone number and address set forth the back page of the Offer to Purchase and set forth below.

12. *Federal Income Tax Withholding.* To prevent backup federal income tax withholding equal to 30% of the gross payments payable pursuant to the offer, each tendering shareholder who is not a foreign shareholder (as defined below) and who does not otherwise establish an exemption from backup withholding must notify the depositary of the shareholder's correct taxpayer identification number (employer identification number or social security number), or certify that that taxpayer is awaiting a taxpayer identification number, and provide various other information by completing, under penalties of perjury, the Substitute Form W-9 included in this letter of transmittal. If a shareholder properly certifies that such shareholder is awaiting a taxpayer identification number, 30% of any payment during the 60-day period following the date of the Substitute Form W-9 will be retained by the depositary and, if the shareholder properly furnishes his or her taxpayer identification number within that 60-day period, the depositary will remit the amount retained to such shareholder and will not withhold amounts from future payments under the backup withholding rules. If the shareholder does not properly furnish his or her taxpayer identification number within that 60-day period, the amount retained will be remitted to the IRS as backup withholding and backup withholding will apply to future payments. Foreign shareholders should generally complete and sign an appropriate Form W-8 to avoid backup withholding.

The depositary will withhold United States federal income taxes equal to 30% of the gross payments payable to a foreign shareholder unless the depositary and we determine that an exemption is available. For example, an applicable income tax treaty may reduce or eliminate such tax, in which event a foreign shareholder claiming a reduction in or exemption from such tax under the applicable income tax treaty provides through the third party withholding agent a properly completed IRS Form W-8BEN (or suitable successor form claiming the benefit of the applicable tax treaty). Alternatively, an exemption applies if the gain is effectively connected with a U.S. trade or business of the foreign shareholder and the foreign shareholder provides an appropriate statement to that effect on a properly completed IRS Form W-8ECI (or suitable successor or substitute form). For this purpose, a "foreign shareholder" is any shareholder that is not:

- a citizen or resident of the United States;
- a corporation, partnership, or other entity created or organized in or under the laws of the United States, any State or any political subdivision thereof;
- an estate, the income of which is subject to United States federal income taxation regardless of the source of the income; or
- a trust whose administration is subject to the primary supervision of a United States court and which has one or more United States persons who have the authority to control all of its substantial decisions.

To comply with IRS Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used by you, for the purposes of avoiding penalties that may be imposed on you under the Internal Revenue Code; (b) such discussion is written to support the promotion or marketing of the offer addressed by the written advice herein; and (c) you should seek advice based on your particular circumstances from an independent tax advisor.

13. *Lost, Stolen, Destroyed or Mutilated Certificates.* If your certificate for part or all of your shares has been lost, stolen, misplaced or destroyed, you should contact Wells Fargo Bank N.A., the transfer agent for our shares, at (800) 380-1372 (toll-free), for instructions as to obtaining an affidavit of loss. The affidavit of loss will then be required to be submitted together with this letter of transmittal in order to receive payment for shares that are tendered and accepted for payment. A bond may be required to be posted by you to secure against the risk that the certificates may be subsequently recirculated. You are urged to contact Wells Fargo Bank, N.A. immediately in order to receive further instructions, to permit timely processing of this documentation and for a determination as to whether you will need to post a bond.

14. *Conditional Tenders.* As described in Section 6 of the Offer to Purchase, you may tender shares subject to the condition that all or a specified minimum number of your shares tendered pursuant to this letter of transmittal or a notice of guaranteed delivery must be purchased if any shares tendered are purchased.

If you wish to make a conditional tender, you must indicate this in the box captioned “Conditional Tender” in this letter of transmittal or, if applicable, the notice of guaranteed delivery. In the box captioned “Conditional Tender” in this letter of transmittal or the notice of guaranteed delivery, you must calculate and appropriately indicate the minimum number of shares that must be purchased if any are to be purchased.

As discussed in Section 6 of the Offer to Purchase, proration may affect whether we accept conditional tenders and may result in shares tendered pursuant to a conditional tender being deemed withdrawn if the minimum number of shares would not be purchased. If, because of proration, the minimum number of shares that you designate will not be purchased, we may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, you must have tendered all your shares and check the box so indicating. Upon selection by lot, if any, we will limit our purchase in each case to the designated minimum number of shares.

All tendered shares will be deemed unconditionally tendered unless the “Conditional Tender” box is completed.

The conditional tender alternative is made available so that a shareholder may seek to structure our purchase of shares in our offer from the shareholder in a manner that the sale will be treated as a sale of those shares by the shareholder, rather than the payment of a dividend to the shareholder, for federal income tax purposes. It is the tendering shareholder’s responsibility to calculate the minimum number of shares that must be purchased from the shareholder in order for the shareholder to qualify for sale rather than dividend treatment.

The Information Agent for the Offer is:



105 Madison Avenue
New York, New York 10016
(212) 929-5500 (Call Collect)

or

Call Toll-Free (800) 322-2885

Email: entegris@mackenziepartners.com

The Dealer Managers for the Offer are:

Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004
(212) 902-1000 (Call Collect)
(800) 323-5678 (Toll-Free)

Citigroup Global Markets Inc.
Special Equity Transactions Group
390 Greenwich Street, 5th Floor
New York, New York 10013
(212) 723-7838 (Call Collect)
(877) 531-8365 (Toll-Free)

ENTEGRIS, INC.
NOTICE OF GUARANTEED DELIVERY
FOR
TENDER OF SHARES OF COMMON STOCK

This notice of guaranteed delivery, or one substantially in the form hereof, must be used to accept the tender offer by Entegris, Inc. if:

- certificates evidencing shares of Entegris, Inc. common stock, \$0.01 par value per share, are not immediately available or cannot be delivered to the depositary before the expiration date (as defined in the offer to purchase);
- the procedure for book-entry transfer described in the offer to purchase, dated May 11, 2007, and the related letter of transmittal cannot be completed on a timely basis; or
- time will not permit all required documents, including a properly completed and duly executed letter of transmittal (or a manually signed facsimile of the letter of transmittal), an agent's message in the case of a book-entry transfer (as defined in the offer to purchase) and any other required documents, to reach the depositary prior to the expiration date.

This notice of guaranteed delivery, properly completed and duly executed, may be delivered by hand, mail, overnight courier or facsimile transmission to the depositary. See Section 3 of the offer to purchase.

The Depositary for the Offer is:

WELLS FARGO BANK, N.A.

By First Class Mail:

WELLS FARGO BANK, N.A.
 Shareowner Services Voluntary Corporate Actions
 P.O. Box 64854 St. Paul,
 Minnesota 55164-0854
 Phone: (800) 380-1372

By Hand, Overnight Courier or Express Mail:

WELLS FARGO BANK, N.A.
 Shareowner Services Voluntary Corporate Actions
 161 North Concord Exchange South St. Paul,
 Minnesota 55075
 Phone: (800) 380-1372

Facsimile Transmission:

(651) 450-2452

(For Eligible Institutions Only)

Confirm Facsimile Receipt by Telephone:

(800) 468-9716

For this notice to be validly delivered, it must be received by the depositary at the above address before the offer expires. Delivery of this notice to another address will NOT constitute a valid delivery. Deliveries to Entegris, Inc., the dealer managers, the information agent or the book-entry transfer facility will not be forwarded to the depositary and will NOT constitute a valid delivery.

This notice of guaranteed delivery is not to be used to guarantee signatures. If a signature on the letter of transmittal is required to be guaranteed by an eligible guarantor institution (as defined in the offer to purchase) under the instructions to the letter of transmittal, the signature guarantee must appear in the applicable space provided in the signature box on the letter of transmittal.

NOTICE OF GUARANTEED DELIVERY

By signing this notice of guaranteed delivery, you tender to Entegris, Inc. at the price per share indicated in this notice of guaranteed delivery, upon the terms and subject to the conditions described in the offer to purchase and the related letter of transmittal, receipt of which you hereby acknowledge, the number of shares specified below pursuant to the guaranteed delivery procedure described in Section 3 of the Offer to Purchase.

Number of shares to be tendered: _____ shares.

PRICE AT WHICH YOU ARE TENDERING (SEE INSTRUCTION 5 TO THE LETTER OF TRANSMITTAL)

YOU MUST CHECK ONE BOX AND ONLY ONE BOX IF YOU WANT TO TENDER YOUR SHARES. IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED, YOUR SHARES WILL NOT BE PROPERLY TENDERED.

SHARES TENDERED AT A PRICE DETERMINED BY YOU:

By checking one of the following boxes below INSTEAD OF THE BOX UNDER “SHARES TENDERED AT A PRICE DETERMINED PURSUANT TO OUR OFFER,” you are tendering shares at the price checked. This action would result in none of your shares being purchased if the purchase price selected by Entegris, Inc. for the shares is less than the price checked below. If you want to tender portions of your shares at more than one price, you must complete a separate letter of transmittal for each price at which you tender shares. The same shares cannot be tendered at more than one price.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

<input type="checkbox"/> \$11.00	<input type="checkbox"/> \$11.35	<input type="checkbox"/> \$11.70	<input type="checkbox"/> \$12.05
<input type="checkbox"/> \$11.05	<input type="checkbox"/> \$11.40	<input type="checkbox"/> \$11.75	<input type="checkbox"/> \$12.10
<input type="checkbox"/> \$11.10	<input type="checkbox"/> \$11.45	<input type="checkbox"/> \$11.80	<input type="checkbox"/> \$12.15
<input type="checkbox"/> \$11.15	<input type="checkbox"/> \$11.50	<input type="checkbox"/> \$11.85	<input type="checkbox"/> \$12.20
<input type="checkbox"/> \$11.20	<input type="checkbox"/> \$11.55	<input type="checkbox"/> \$11.90	<input type="checkbox"/> \$12.25
<input type="checkbox"/> \$11.25	<input type="checkbox"/> \$11.60	<input type="checkbox"/> \$11.95	
<input type="checkbox"/> \$11.30	<input type="checkbox"/> \$11.65	<input type="checkbox"/> \$12.00	

OR

SHARES TENDERED AT A PRICE DETERMINED PURSUANT TO OUR OFFER:

- ☐ By checking THIS ONE BOX INSTEAD OF ONE OF THE PRICE BOXES ABOVE, you are tendering shares and are willing to accept the purchase price selected by Entegris, Inc. in accordance with the terms of our offer. This action will maximize the chance of having Entegris, Inc. purchase your shares (subject to the possibility of proration). Note that this could result in your receiving a price per share as low as \$11.00.

CONDITIONAL TENDER
(SEE INSTRUCTION 14 TO THE LETTER OF TRANSMITTAL)

You may condition your tender of shares on our purchasing a specified minimum number of your tendered shares, all as described in Section 6 of the Offer to Purchase. Unless the minimum number of shares you indicate below is purchased by us in the offer, none of the shares you tender will be purchased. It is your responsibility to calculate that minimum number of shares that must be purchased if any are purchased, and you are urged to consult your own tax advisor before completing this section. Unless this box has been checked and a minimum number of shares specified, your tender will be deemed unconditional.

☐ The minimum number of shares that must be purchased, if any are purchased, is: _____ shares.

If because of proration, the minimum number of shares that you designated above will not be purchased, we may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, you must have tendered all your shares and checked this box:

☐ The tendered shares represent all shares held by me.

Signature(s): _____

Name(s) of Record Holder(s): _____
(PLEASE TYPE OR PRINT)

Certificate Nos.: _____

Address: _____
(ZIP CODE)

Daytime Area Code and Telephone No.: _____

Date: _____

If shares will be delivered by book-entry transfer, provide the following information:

Account Number: _____

The undersigned, a bank, broker, dealer, credit union, savings association or other entity that is a member in good standing of the Securities Transfer Agents Medallion Program or a bank, broker, dealer, credit union, savings association or other entity that is also an “eligible guarantor institution,” as that term is defined in Rule 17Ad-15 under the Securities Exchange Act of 1934 (each of the foregoing constituting an “eligible institution”), guarantees the delivery to the depository of the shares tendered, in proper form for transfer, or a confirmation that the shares tendered have been delivered pursuant to the procedure for book-entry transfer described in the offer to purchase into the depository’s account at the book-entry transfer facility, in each case together with a properly completed and duly executed letter of transmittal (or a manually signed facsimile of the letter of transmittal), or an agent’s message in the case of a book-entry transfer, and any other required documents, all within three (3) NASDAQ Global Market trading days after the date of receipt by the depository of this notice of guaranteed delivery.

The eligible institution that completes this form must communicate the guarantee to the depositary and must deliver the letter of transmittal and certificates representing shares to the depositary within the time period set forth in the offer to purchase. Failure to do so could result in a financial loss to the eligible institution.

Name of Firm: _____

Address: _____

Zip Code _____

Area Code and Telephone Number:

Authorized Signature

Name: _____

Please Type or Print

Title: _____

Dated: _____, _____

Note: Do not send share certificates with this form. Certificates for shares should be sent with the letter of transmittal.

ENTEGRIS, INC.**OFFER TO PURCHASE FOR CASH BY
ENTEGRIS, INC.
UP TO 20,408,163 SHARES OF ITS COMMON STOCK
AT A PURCHASE PRICE NOT GREATER THAN \$12.25
NOR LESS THAN \$11.00 PER SHARE**

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 11:59 P.M.,
NEW YORK CITY TIME ON JUNE 8, 2007, UNLESS THE OFFER IS EXTENDED.
ENTEGRIS, INC. MAY EXTEND THE OFFER PERIOD AT ANY TIME.**

May 11, 2007

To Brokers, Dealers, Commercial Banks,
Trust Companies and Other Nominees:

Entegris, Inc., a Delaware corporation ("Entegris"), is offering to purchase for cash up to 20,408,163 shares of its common stock, par value \$0.01 per share, at a price not greater than \$12.25 nor less than \$11.00 per share, net to the seller in cash, without interest, as specified by shareholders tendering their shares.

Given the prices specified by tendering shareholders and the number of shares tendered and not properly withdrawn, Entegris will select the lowest purchase price between \$11.00 and \$12.25 net per share in cash, without interest, that will enable it to purchase 20,408,163 shares, or, if a lesser number of shares are properly tendered, all shares that are properly tendered. All shares acquired in the offer will be purchased at the same price.

Entegris's offer is being made upon the terms and subject to the conditions set forth in its Offer to Purchase, dated May 11, 2007, and in the related letter of transmittal which, together with the Offer to Purchase, as they may be amended and supplemented from time to time, constitute the offer.

Only shares properly tendered at prices equal to or below the purchase price and not properly withdrawn will be purchased. However, because of the proration provisions described in the Offer to Purchase, all of the shares tendered at or below the purchase price may not be purchased if more than 20,408,163 shares are properly tendered. All shares tendered and not purchased, including shares tendered at prices above the purchase price and shares not purchased because of proration or the conditional tender procedures, will be returned at Entegris's expense as soon as practicable following the expiration date.

Entegris reserves the right, in its sole discretion, to purchase more than 20,408,163 shares pursuant to the offer, subject to applicable law.

The offer is not conditioned on any minimum number of shares being tendered. The offer is, however, subject to other conditions described in the offer to purchase.

Upon the terms and conditions of Entegris's offer, if more than 20,408,163 shares are properly tendered at prices equal to or below the purchase price and not properly withdrawn, Entegris will purchase, subject to the conditional tender procedures described in Section 6 of the Offer to Purchase, all shares properly tendered at prices equal to or below the purchase price, on a pro rata basis with appropriate adjustments to avoid purchases of fractional shares.

For your information and for forwarding to your clients for whom you hold shares registered in your name or in the name of your nominee, we are enclosing the following documents:

- Offer to Purchase, dated May 11, 2007;

- letter that you may send to your clients for whose accounts you hold shares registered in your name or in the name of your nominee, with space provided for obtaining those clients' instructions with regard to the tender offer;
- letter of transmittal for your use and for the information of your clients (together with accompanying instructions and Substitute Form W-9);
- notice of guaranteed delivery to be used to accept the offer if the share certificates and all other required documents cannot be delivered to the depositary before the expiration date or if the procedure for book-entry transfer cannot be completed before the expiration date; and
- guidelines of the Internal Revenue Service for Certification of Taxpayer Identification Number on Substitute Form W-9.

Your prompt action is requested. We urge you to contact your clients as promptly as possible. The tender offer and withdrawal rights will expire at 11:59 p.m., New York City time, on June 8, 2007, unless the offer is extended.

No fees or commissions will be payable to brokers, dealers, commercial banks, trust companies or any person for soliciting tenders of shares under the tender offer (other than fees paid to the dealer managers and the information agent as described in the offer to purchase). Entegris will, however, upon request, reimburse you for customary mailing and handling expenses incurred by you in forwarding any of the enclosed materials to the beneficial owners of shares held by you as a nominee or in a fiduciary capacity. Entegris will pay or cause to be paid any stock transfer taxes applicable to its purchase of shares, except as otherwise provided in the offer to purchase and letter of transmittal.

In order to properly tender shares under the tender offer, a shareholder must do EITHER (1) OR (2) below:

- (1) Provide that the depositary receives the following before the offer expires:
 - either (a) certificates for the shares or (b) a confirmation of receipt for the shares pursuant to the procedure for book-entry transfer described in Section 3 of the offer to purchase; and
 - either (a) a properly completed and executed letter of transmittal or a manually executed facsimile of it, including any required signature guarantees or (b) an "agent's message" of the type described in Section 3 of the offer to purchase in the case of a book-entry transfer; and
 - any other documents required by the letter of transmittal.
- (2) Comply with the guaranteed delivery procedure set forth in Section 3 of the Offer to Purchase.

Any inquiries you may have with respect to the tender offer should be addressed to the information agent, MacKenzie Partners, Inc., at its address and telephone number set forth on the back page of the Offer to Purchase.

Additional copies of the enclosed material may be obtained from MacKenzie Partners, Inc., by calling them at (800) 322-2885.

Very truly yours,

ENTEGRIS, INC.

Enclosures

Nothing contained herein or in the enclosed documents shall constitute you or any other person the agent of Entegris, Inc., the dealer managers, the information agent or the depositary or any affiliate of the foregoing, or authorize you or any other person to use any document or make any statement on behalf of any of them in connection with the tender offer other than the documents enclosed herewith and the statements contained therein.

ENTEGRIS, INC
OFFER TO PURCHASE FOR CASH BY
ENTEGRIS, INC.
UP TO 20,408,163 SHARES OF ITS COMMON STOCK
AT A PURCHASE PRICE NOT GREATER THAN \$12.25
NOR LESS THAN \$11.00 PER SHARE

**THE OFFER AND WITHDRAWAL RIGHTS WILL EXPIRE AT 11:59 P.M.,
NEW YORK CITY TIME ON JUNE 8, 2007, UNLESS THE OFFER IS EXTENDED.
ENTEGRIS, INC. MAY EXTEND THE OFFER PERIOD AT ANY TIME.**

May 11, 2007

To Our Clients:

Enclosed for your consideration are the Offer to Purchase, dated May 11, 2007, and the related letter of transmittal in connection with the offer by Entegris, Inc., a Delaware corporation ("Entegris"), to purchase for cash up to 20,408,163 shares of its common stock, par value \$0.01 per share, at a price not greater than \$12.25 nor less than \$11.00 per share, net to the seller in cash, without interest, as specified by shareholders tendering their shares.

Given the prices specified by tendering shareholders and the number of shares tendered and not properly withdrawn, Entegris will select the lowest purchase price between \$11.00 and \$12.25 net per share in cash, without interest, that will allow it to purchase 20,408,163 shares, or, if a lesser number of shares are properly tendered, all shares that are properly tendered. All shares acquired in the tender offer will be purchased at the same price.

Entegris's offer is being made upon the terms and subject to the conditions set forth in its offer to purchase, dated May 11, 2007, and in the related letter of transmittal which, together with the Offer to Purchase, as they may be amended and supplemented from time to time, constitute the offer.

Only shares properly tendered at prices equal to or below the purchase price and not properly withdrawn will be purchased. However, because of the proration provisions described in the offer to purchase, all of the shares tendered at or below the purchase price may not be purchased if more than 20,408,163 shares are properly tendered. All shares tendered and not purchased, including shares tendered at prices above the purchase price and shares not purchased because of proration or the conditional tender procedures, will be returned at Entegris's expense as soon as practicable following the expiration date.

Entegris reserves the right, in its sole discretion, to purchase more than 20,408,163 shares pursuant to the offer, subject to applicable law.

Upon the terms and subject to the conditions of Entegris's offer, if more than 20,408,163 shares are properly tendered at prices equal to or below the purchase price and not properly withdrawn, Entegris will purchase, subject to the conditional tender procedures described in Section 6 of the Offer to Purchase, all other shares properly tendered at prices equal to or below the purchase price, on a pro rata basis with appropriate adjustments to avoid purchases of fractional shares.

A tender of your shares can be made only by us as the holder of record and pursuant to your instructions. The letter of transmittal is furnished to you for your information only and cannot be used by you to tender your shares held by us for your account.

Accordingly, please use the attached "Instruction Form" to instruct us as to whether you wish us to tender any or all of the shares we hold for your account on the terms and subject to the conditions of the tender offer.

WE CALL YOUR ATTENTION TO THE FOLLOWING:

1. You may tender shares at prices not in excess of \$12.25 nor less than \$11.00 per share as indicated in the attached Instruction Form, net to you in cash, without interest.
2. You should consult with your broker regarding the possibility of designating the priority in which your shares will be purchased in the event of proration.
3. The offer is not conditioned upon any minimum number of shares being tendered. The offer is, however, subject to various other conditions described in the offer to purchase.
4. The offer and withdrawal rights will expire at 11:59 p.m., New York City time, on June 8, 2007, unless Entegris extends the offer.
5. The offer is for up to 20,408,163 shares. These shares constitute approximately 15% of the shares outstanding as of May 7, 2007.
6. Tendering shareholders who are registered shareholders or who tender their shares directly to Wells Fargo Bank, N.A., as the depositary, will not be obligated to pay any brokerage commissions or fees, solicitation fees, or, except as set forth in the offer to purchase and the letter of transmittal, stock transfer taxes on Entegris's purchase of shares under the offer.
7. If you wish to tender portions of your shares at different prices, you must complete a separate Instruction Form for each price at which you wish to tender each portion of your shares. We must submit separate letters of transmittal on your behalf for each price you will accept.
8. The board of directors of Entegris has approved the offer. However, none of Entegris, its board of directors, the dealer managers or the information agent makes any recommendation to shareholders as to whether they should tender or refrain from tendering their shares or as to the price or prices at which shareholders may choose to tender their shares. Shareholders must make their own decision as to whether to tender their shares and, if so, how many shares to tender and the price or prices at which such shares should be tendered. Each of our directors and executive officers has advised us that, other than with respect to sales made in connection with previously established 10b5-1 trading plans, they do not intend to tender any shares owned by them in the offer.
9. If you wish to have us tender any or all of your shares, please so instruct us by completing, executing, detaching and returning to us the attached Instruction Form. If you authorize us to tender your shares, we will tender all such shares unless you specify otherwise on the attached Instruction Form.

Please forward your Instruction Form to us as soon as possible to allow us ample time to tender your shares on your behalf prior to the expiration of the offer.

The offer is being made solely under the offer to purchase and the related letter of transmittal and is being made to all record holders of shares. The offer is not being made to, nor will tenders be accepted from or on behalf of, holders of shares residing in any jurisdiction in which the making of the tender offer or acceptance thereof would not be in compliance with the securities, blue sky or other laws of that jurisdiction.

INSTRUCTION FORM
INSTRUCTIONS FOR TENDER OF SHARES OF ENTEGRIS, INC.

By signing this Instruction Form you acknowledge receipt of our letter and the enclosed offer to purchase, dated May 11, 2007, and the related letter of transmittal in connection with the offer by Entegris, Inc., a Delaware corporation ("Entegris"), to purchase shares of its common stock, \$0.01 par value per share. Entegris is offering to purchase up to 20,408,163 shares at a price not greater than \$12.25 nor less than \$11.00 per share, to the seller in cash, without interest, as specified by shareholders tendering their shares. Entegris's offer is being made upon the terms and subject to the conditions set forth in the offer to purchase and in the related letter of transmittal, which, as they may be amended or supplemented from time to time, together constitute the offer.

This will instruct us to tender to Entegris, on your behalf, the number of shares indicated below (or if no number is indicated below, all shares) which are beneficially owned by you but registered in our name, upon the terms and subject to the conditions of the offer.

Number of shares to be tendered: _____ shares. (Unless otherwise indicated, it will be assumed that all shares held by us for your account are to be tendered.)

PRICE AT WHICH YOU ARE TENDERING
(See Instruction 5 to the Letter of Transmittal)

You must check one box and only one box if you want to tender your shares. If more than one box is checked or if no box is checked, your shares will not be properly tendered.

SHARES TENDERED AT A PRICE DETERMINED BY YOU:

By checking one of the following boxes below **INSTEAD OF THE BOX UNDER "SHARES TENDERED AT A PRICE DETERMINED PURSUANT TO OUR OFFER,"** you are tendering shares at the price checked. This action would result in none of your shares being purchased if the purchase price selected by Entegris for the shares is less than the price checked below. If you want to tender portions of your shares at more than one price, you must complete a separate Instruction Form for each price at which you tender shares. The same shares cannot be tendered at more than one price.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

<input type="checkbox"/> \$11.00	<input type="checkbox"/> \$11.35	<input type="checkbox"/> \$11.00	<input type="checkbox"/> \$12.05
<input type="checkbox"/> \$11.05	<input type="checkbox"/> \$11.40	<input type="checkbox"/> \$11.75	<input type="checkbox"/> \$12.10
<input type="checkbox"/> \$11.10	<input type="checkbox"/> \$11.45	<input type="checkbox"/> \$11.80	<input type="checkbox"/> \$12.15
<input type="checkbox"/> \$11.15	<input type="checkbox"/> \$11.50	<input type="checkbox"/> \$11.85	<input type="checkbox"/> \$12.20
<input type="checkbox"/> \$11.20	<input type="checkbox"/> \$11.55	<input type="checkbox"/> \$11.90	<input type="checkbox"/> \$12.25
<input type="checkbox"/> \$11.25	<input type="checkbox"/> \$11.60	<input type="checkbox"/> \$11.95	
<input type="checkbox"/> \$11.30	<input type="checkbox"/> \$11.65	<input type="checkbox"/> \$12.00	

OR

SHARES TENDERED AT A PRICE DETERMINED PURSUANT TO OUR OFFER:

- ☐ By checking **THIS ONE BOX INSTEAD OF ONE OF THE PRICE BOXES ABOVE**, you are tendering shares and are willing to accept the purchase price selected by Entegris in accordance with the terms of its offer. This action will maximize the chance of having Entegris purchase your shares (subject to the possibility of proration). Note that this could result in your receiving a price per share as low as \$11.00.

CONDITIONAL TENDER
(See Instruction 14 to the Letter of Transmittal)

You may condition your tender of shares on Entegris purchasing a specified minimum number of your tendered shares, all as described in Section 6 of the Offer to Purchase. Unless the minimum number of shares you indicate below is purchased by Entegris in its offer, none of the shares you tender will be purchased. It is your responsibility to calculate that minimum number of shares that must be purchased if any are purchased, and you are urged to consult your own tax advisor before completing this section. Unless this box has been checked and a minimum number of shares specified, your tender will be deemed unconditional.

☐ The minimum number of shares that must be purchased, if any are purchased, is: _____ shares.

If, because of proration, the minimum number of shares that you designated above will not be purchased, Entegris may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, you must have tendered all your shares and checked this box:

☐ The tendered shares represent all shares held by me.

The method of delivery of this document is at the option and risk of the tendering shareholder. If you decide to make delivery by mail, we recommend you use registered mail with return receipt requested, properly insured. In all cases, sufficient time should be allowed to assure delivery.

SIGN HERE:

Signature(s): _____

Print Name(s): _____

Address(es): _____

Area Code and Telephone Number: _____

Taxpayer Identification or Social Security Number: _____

Date: _____

My Account Number With You: _____

**LETTER TO PARTICIPANTS IN THE ENTEGRIS, INC.
401(k) SAVINGS AND PROFIT SHARING PLAN RELATED
TO THE OFFER TO PURCHASE FOR CASH UP TO
20,408,163 SHARES OF COMMON STOCK OF
ENTEGRIS, INC. INCLUDING SHARES HELD IN
THE ENTEGRIS, INC. 401(k) SAVINGS AND
PROFIT SHARING PLAN AS AMENDED
AND RESTATED EFFECTIVE
AS OF AUGUST 5, 2005**

TO: PARTICIPANTS IN THE ENTEGRIS, INC. 401(k) SAVINGS AND PROFIT SHARING PLAN:

Enclosed for your consideration are (1) the Offer to Purchase by Entegris, Inc., dated May 11, 2007, and (2) the related Letter of Transmittal, in connection with the tender offer by Entegris, Inc. to purchase up to 20,408,163 shares of its common stock, \$0.01 par value per share, including the associated preferred stock purchase rights, at a price not greater than \$12.25 nor less than \$11.00 per share, net to the seller in cash, without interest, as specified by shareholders tendering their shares. The Offer to Purchase and the related Letter of Transmittal, as amended or supplemented from time to time, constitute our tender offer.

These materials are being forwarded to you because the events they describe may affect your interest in the Entegris, Inc. 401(k) Savings and Profit Sharing Plan, as restated (the "Plan").

THIS LETTER AND THE ENCLOSED MATERIALS EXPLAIN THE TERMS AND CONDITIONS OF THE TENDER OFFER BY ENTEGRIS, INC. FOR SHARES OF ITS COMMON STOCK. YOU SHOULD READ ALL OF THIS INFORMATION CAREFULLY.

Your account in the Plan includes an investment in shares of Entegris, Inc. common stock. Your account balance in the Plan represents an interest in a specific number of shares and, as a participant with an investment in the Plan, you have a right to direct the Plan trustee to tender shares of Entegris, Inc. common stock allocated to your Plan account. The number of shares of Entegris, Inc. common stock you may direct the trustee to tender and the price at which those shares of Entegris, Inc. common stock will be tendered is discussed below. You can get more information on the shares of Entegris, Inc. common stock held in your Plan account by calling the T. Rowe Price Plan Account Line at (800) 922-9945 or by accessing the T. Rowe Price Web site at www.rps.troweprice.com.

You may direct the trustee to tender all or a portion of shares of Entegris, Inc. common stock allocated to your Plan account. You may direct the trustee to tender these shares by using the Instruction Form attached to this letter. **Do not complete the enclosed Letter of Transmittal; it is furnished for your information only and cannot be used to tender shares allocated to your account.** Only the trustee of the Plan can tender shares held in your Plan account as the record holder.

T. Rowe Price Trust Company, Baltimore, Maryland, as the Plan's directed trustee, is the record holder of shares of Entegris, Inc. common stock in participants' accounts in the Plan. T. Rowe Price Trust Company is located at 100 East Pratt Street, Baltimore, Maryland 21202. Your instructions should be submitted to the trustee (by sending the Instruction Form to the trustee's tabulator, as described later in this document), and the trustee will tender or not tender shares of Entegris, Inc. common stock held in your Plan account in accordance with your instructions (subject to the exceptions noted in this document).

NONE OF ENTEGRIS, INC., ITS BOARD OF DIRECTORS, THE DEALER MANAGER, THE DEPOSITORY, THE TRUSTEE OR THE INFORMATION AGENT MAKES ANY RECOMMENDATION TO YOU AS TO WHETHER YOU SHOULD TENDER OR NOT TENDER YOUR SHARES OR AS TO THE PRICE OR PRICES AT WHICH YOU MAY CHOOSE TO TENDER YOUR SHARES. YOU MUST MAKE YOUR OWN DECISION AS TO WHETHER TO TENDER THE

SHARES ALLOCATED TO YOUR PLAN ACCOUNT AND, IF SO, HOW MANY SHARES TO TENDER AND THE PRICE OR PRICES AT WHICH THE SHARES ALLOCATED TO YOUR PLAN ACCOUNT SHOULD BE TENDERED.

The enclosed Offer to Purchase, dated May 11, 2007, and the Letter of Transmittal contain important information about the terms and conditions of the tender offer by Entegris, Inc. However, we have also provided the following information about questions you may have related to your decision to tender or not tender shares of Entegris, Inc. common stock allocated to your Plan account.

What is the tender offer by Entegris, Inc.?

The tender offer is a process through which Entegris, Inc. offers to purchase shares of Entegris, Inc. common stock, and the owners of those shares of Entegris, Inc. common stock can decide whether or not they want to tender their shares of Entegris, Inc. common stock, and if so, at what price they would like to tender their shares of Entegris, Inc. common stock within the price range Entegris, Inc. has established.

Must I respond to the tender offer?

If you do not wish to tender shares of Entegris, Inc. common stock in your Plan account, no response is necessary and you do not need to take any action.

How many shares of Entegris, Inc. common stock can I direct the trustee to tender from my Plan account?

You may tender all or a portion of shares of Entegris, Inc. common stock allocated to your Plan account.

You may choose to instruct the trustee to tender a percentage of shares of Entegris, Inc. common stock held in your Plan account. You should indicate on the Instruction Form the percentage, in increments of 5%, of shares of Entegris, Inc. common stock you wish to tender. The actual number of shares of Entegris, Inc. common stock in your Plan account may change between the date that you instruct the trustee to tender shares from your Plan account and the date that the trustee actually tenders the shares into the tender offer. By choosing a percentage of shares of Entegris, Inc. common stock that you wish to tender into the tender offer, the trustee will tender in whole shares up to that percentage of shares of Entegris, Inc. common stock from your Plan account based upon the most recent information available to the trustee as of the date that the trustee submits the tendered shares in the tender offer. Thus, the number of shares actually tendered into the tender offer from your account will depend upon the number of shares of Entegris, Inc. common stock allocated to your Plan account at the time the trustee actually submits the tender, not the date you submit your instructions to the trustee.

You may receive current information about shares of Entegris, Inc. common stock held in your Plan account by contacting the T. Rowe Price Plan Account Line at (800) 922-9945.

Can I tender a portion of shares of Entegris, Inc. common stock allocated to my Plan account at one price and another portion at a different price?

Yes. Simply submit one Instruction Form for each portion of shares of Entegris, Inc. common stock you want to tender at each price. If you intend to tender portions of shares of Entegris, Inc. common stock held in your Plan account at different prices, do not check the box on the Instruction Form for revocation of previous instructions. If, as of the expiration date of the tender offer, you have submitted Instruction Forms providing for the tender of more shares of Entegris, Inc. common stock than are allocated to your Plan account, the portion of shares of Entegris, Inc. common stock that you have elected to tender at the highest price will be reduced until your direction is to tender the number of shares of Entegris, Inc. common stock held in your account. If necessary, the percentage of shares of Entegris, Inc. common stock which you have requested to be tendered at lower prices also will be reduced until the percentage of shares of Entegris, Inc. common stock you have directed to be tendered equals the total allocated to your Plan account.

Should I use the Letter of Transmittal to tender shares of Entegris, Inc. common stock in my Plan account?

No. The Letter of Transmittal is for your information only. You must fill out the enclosed Instruction Form to instruct the trustee to tender shares of Entegris, Inc. common stock in your Plan account. Only the trustee, as the record holder of shares of Entegris, Inc. common stock under the Plan, can use the Letter of Transmittal to tender shares of Entegris, Inc. common stock once the trustee has received instructions from the Plan participants.

How may I choose the price at which I want to tender shares of Entegris, Inc. common stock in my Plan account?

The enclosed Instruction Form contains a price designation section. Check the box of the price at which you would like to have the trustee tender shares of Entegris, Inc. common stock allocated to your Plan account. You must either:

- (1) designate one of the listed prices; or
- (2) instruct the trustee to tender your shares of Entegris, Inc. common stock at the price that is paid in the tender offer by checking the box labeled “Shares Tendered at a Price Determined pursuant to the Tender Offer.”

See the information in the Offer to Purchase and the Letter of Transmittal about how Entegris, Inc. will select the price at which to purchase properly tendered shares once the tender offer period has expired.

If I select a price, will the trustee tender my shares of Entegris, Inc. common stock at that price?

Generally, the trustee will tender shares of Entegris, Inc. common stock you have designated in accordance with your instructions. However, the law requires that shares of Entegris, Inc. common stock allocated to your Plan account cannot be sold to Entegris, Inc. at a price less than the closing price of shares of Entegris, Inc. common stock, as reported on the NASDAQ Global Market, on the expiration date of the tender offer.

As a result, if the closing price for shares of Entegris, Inc. common stock on the NASDAQ Global Market on the expiration date for the tender offer is higher than the price you designate on the enclosed Instruction Form, the price you have designated will automatically be increased to the closing price on the expiration date, or, if the closing price is not an available option under this tender offer, to the next highest available price that is not less than the closing price on the expiration date. If the closing price for shares of Entegris, Inc. common stock on the expiration date is higher than \$12.25 per share, none of the shares of Entegris, Inc. common stock allocated to your Plan account will be sold.

Who will determine the purchase price that is paid in the tender offer?

Entegris, Inc. will determine a single price that it will pay for each Entegris, Inc. share properly tendered, taking into account the number of shares of Entegris, Inc. common stock tendered and the prices specified by tendering shareholders. Entegris, Inc. will select the lowest purchase price that will allow it to purchase up to 20,408,163 shares of Entegris, Inc. common stock or, if a lesser number of shares of Entegris, Inc. common stock are properly tendered, all shares of Entegris, Inc. common stock that are properly tendered. Entegris, Inc. will then purchase all of shares of Entegris, Inc. common stock tendered at prices equal to or below the purchase price selected, although Entegris, Inc. may not purchase all of those shares if more than 20,408,163 shares of Entegris, Inc. are tendered in the tender offer.

In other words, if you select a price (or, pursuant to the procedures described above, the market price or another price applies) that is greater than the price that is finally determined to be paid in the tender offer, none of your shares of Entegris, Inc. common stock will be purchased. All shares of Entegris, Inc. common stock acquired in the tender offer will be acquired at the same purchase price.

How do I direct the trustee to tender shares of Entegris, Inc. common stock allocated to my Plan account?

If you wish to direct the trustee to tender shares of Entegris, Inc. common stock allocated to your Plan account, please complete the attached Instruction Form and return it to the trustee's tabulator in the enclosed envelope. The tabulator's address is:

By First Class Mail:

WELLS FARGO BANK, N.A.
Shareowner Services Voluntary Corporate Actions
P.O. Box 64854
St. Paul, Minnesota 55164-0854

By Hand, Overnight Carrier or Express Mail:

WELLS FARGO BANK, N.A.
Shareowner Services Voluntary Corporate Actions
161 North Concord Exchange
South St. Paul, Minnesota 55075

THE INSTRUCTION FORM MUST BE RECEIVED BY THE TRUSTEE'S TABULATOR NO LATER THAN 11:59 P.M., NEW YORK CITY TIME, ON JUNE 1, 2007, (UNLESS THE TENDER OFFER IS EXTENDED) IN ORDER FOR YOUR INSTRUCTIONS TO BE FOLLOWED. If the Instruction Form is not properly completed or is not received by the 11:59 p.m., New York City time, June 1, 2007 deadline, none of your shares of Entegris, Inc. common stock will be tendered and none will be purchased (unless the tender offer is extended).

Please note that this deadline is **FIVE BUSINESS DAYS BEFORE** the current expiration date for the tender offer. It is necessary to submit your Instruction Form to the trustee's tabulator before the expiration date because the trustee must deliver the information to the Depositary for the tender offer by the expiration date.

The only actions you are required to take to direct the trustee to tender shares of Entegris, Inc. common stock allocated to your Plan account are

- (1) specify the percentage of shares of Entegris, Inc. common stock that you wish the trustee to tender,
- (2) designate the price at which the trustee should tender shares of Entegris, Inc. common stock, and
- (3) return the enclosed Instruction Form so that it is received by Wells Fargo Bank, N.A., no later than 11:59 p.m., New York City time, on June 1, 2007.

You do not need to complete any form other than the enclosed Instruction Form.

After June 8, 2007, the expiration date for the tender offer unless the tender offer is extended, it will be determined whether all, part, or none of your tendered shares of Entegris, Inc. common stock have been purchased by Entegris, Inc., pursuant to the procedures, including procedures for proration, described in the Offer to Purchase.

See the information in the Offer to Purchase regarding when and how the expiration date for the tender offer period may change and when and how the tender offer may be extended by Entegris, Inc.

What if I hold shares of Entegris, Inc. common stock outside of the Plan?

If you hold shares of Entegris, Inc. common stock outside of the Plan, you will receive, under separate cover, tender offer materials that can be used to tender those shares of Entegris, Inc. common stock directly. The materials used for tendering shares of Entegris, Inc. common stock outside of the Plan, including the Letter of Transmittal, may not be used to instruct the trustee to tender shares of Entegris, Inc. common stock allocated to your Plan account.

What happens if more than 20,408,163 shares of Entegris, Inc. common stock are tendered in the tender offer?

If more than 20,408,163 shares of Entegris, Inc. common stock are tendered, Entegris, Inc. will purchase

- *first*, all such shares owned beneficially or of record by a holder of fewer than 100 shares of common stock who validly tenders all of such shares (partial tenders will not qualify for this preference) and completes, or whose broker, bank or other nominee completes, the section captioned “Odd Lots” in the letter of transmittal and, if applicable, in the Notice of Guaranteed Delivery;
- *second*, after purchase of all of the foregoing shares, all other shares (other than conditionally tendered shares for which the condition was not satisfied) tendered at or below the purchase price on a pro rata basis, if necessary (with appropriate rounding adjustments to avoid purchases of fractional shares); and
- *third*, if necessary to permit us to purchase 20,408,163 shares (or such greater number of shares as we may elect to purchase), shares conditionally tendered at or below the purchase price for which the condition was not initially satisfied, to the extent feasible, by random lot (to be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares).

Can I take advantage of the “odd lot” priority?

No. While fewer than 100 shares of Entegris, Inc. common stock may have been allocated to your Plan account, the record holder of shares of Entegris, Inc. common stock, the trustee, has significantly more than 100 shares of Entegris, Inc. common stock and, therefore, shares of Entegris, Inc. common stock held in the Plan are not eligible to avoid proration by virtue of the “odd lot” priority.

Can I conditionally tender my shares?

You may condition your tender on Entegris, Inc. purchasing a minimum number of your tendered shares. In such case, if, as a result of the preliminary proration provisions in the Offer to Purchase, Entegris, Inc. would purchase less than such minimum number of your shares, then Entegris, Inc. will not purchase any of your shares, except as provided in the next sentence. In such case, if as a result of conditionally tendered shares not being purchased the total number of shares that would have been purchased is less than 20,408,163 shares, Entegris, Inc. will select, by random lot, for purchase from shareholders who tender all their shares, conditionally tendered shares for which the condition, based on a preliminary proration, has not been satisfied. See Sections 1 and 6 of the Offer to Purchase.

What if I want to withdraw the instructions for my shares of Entegris, Inc. common stock after I have already submitted my instruction form?

Except as otherwise provided in the next paragraph and the terms of the tender offer, your designation is irrevocable.

You may withdraw or change your instructions at any time on or prior to 11:59 p.m., New York City time, June 8, 2007 (or such later date as may apply in the case the tender offer is extended). To revoke or change your instruction to tender shares of Entegris, Inc. common stock, you must contact Wells Fargo Bank, N.A., at the applicable address on the instruction form or by phone at (800) 380-1372 (toll-free), and obtain a new Instruction Form. The new Instruction Form should be returned to the trustee’s tabulator with your name, address and Social Security number and new tender instructions, if any. To change or revoke your previous instructions, you must check the box on your new instruction form to indicate that you are revoking prior instructions. Once the trustee’s tabulator receives a new, completed and signed Instruction Form with the revocation box checked, all previous instructions will be deemed canceled and replaced with the new instructions.

Will my instructions be kept confidential?

Yes. Your designation preferences and your instructions are strictly confidential and neither the trustee nor any of its agents will disclose to Entegris, Inc. whether or not you tender shares of Entegris, Inc. common stock allocated to your Plan account in the tender offer.

What if I have questions about the tender offer?

Contact MacKenzie Partners, Inc., the Information Agent for the tender offer, at (800) 322-2885 (toll-free) with any questions about the terms and conditions of the tender offer or how to tender shares of Entegris, Inc. common stock allocated to your Plan account.

How will the proceeds of the tender of my Plan shares be invested?

Any shares of Entegris, Inc. common stock tendered by the trustee and accepted by Entegris, Inc. will be exchanged for cash. The cash proceeds will remain in your Plan account and will be invested *pro rata* in accordance with your instructions for investment of new contributions on file with the Plan when the proceeds are received by the Plan. If you have not given investment instructions for new contributions, the cash proceeds will be invested in the T. Rowe Price Retirement Date Fund closest to your retirement date. In accordance with the Plan's investment transfer provisions, you will be able to transfer amounts from these funds to the Plan's other investment funds. The first opportunity that you will have to transfer sale proceeds to the Plan's other investment funds will be the date that the Plan trustee posts the payment for the tendered shares to your Plan accounts, which is expected to occur promptly after the expiration of the tender offer.

**INSTRUCTION FORM
FOR
ENTEGRIS, INC.
401(k) SAVINGS AND
PROFIT SHARING PLAN**

To Plan Participant:

The undersigned acknowledges receipt of the accompanying letter and enclosed Offer to Purchase, dated May 11, 2007, and the related Letter of Transmittal in connection with the tender offer by Entegris, Inc., a Delaware corporation, to purchase up to 20,408,163 shares of its common stock, \$.01 par value per share, including the associated preferred stock purchase rights, at a price not greater than \$11.00 nor less than \$12.25 per share, net to the seller in cash without interest.

This Instruction Form directs T. Rowe Price Trust Company, Baltimore, Maryland, as directed trustee and holder of record for the Plan, to tender the number of shares of Entegris, Inc. common stock indicated below held by the trustee for the undersigned's Plan account pursuant to the tender offer.

Name: _____

Social
Security
Number: _____

Address: _____

Daytime
Telephone
Number with
Area Code: _____

TENDERING OF SHARES

In order to instruct the trustee to tender shares of Entegris, Inc. common stock allocated to your Plan account, you must TENDER A PERCENTAGE OF SHARES ALLOCATED TO YOUR PLAN ACCOUNT BELOW.

I wish to direct the trustee to tender a percentage of shares of Entegris, Inc. common stock allocated to my Plan account. The percentage of shares of Entegris, Inc. common stock allocated to my Plan account that I direct the trustee to tender in the tender offer is set forth below. (Check the appropriate box.) IF MORE THAN ONE BOX IS CHECKED, THERE IS NO VALID INSTRUCTION AND ENTEGRIS, INC. SHARES OF COMMON STOCK ALLOCATED TO YOUR PLAN ACCOUNT WILL NOT BE TENDERED.

- | | | | |
|------------------------------|------------------------------|------------------------------|-------------------------------|
| <input type="checkbox"/> 0% | <input type="checkbox"/> 30% | <input type="checkbox"/> 60% | <input type="checkbox"/> 90% |
| <input type="checkbox"/> 5% | <input type="checkbox"/> 35% | <input type="checkbox"/> 65% | <input type="checkbox"/> 95% |
| <input type="checkbox"/> 10% | <input type="checkbox"/> 40% | <input type="checkbox"/> 70% | <input type="checkbox"/> 100% |
| <input type="checkbox"/> 15% | <input type="checkbox"/> 45% | <input type="checkbox"/> 75% | |
| <input type="checkbox"/> 20% | <input type="checkbox"/> 50% | <input type="checkbox"/> 80% | |
| <input type="checkbox"/> 25% | <input type="checkbox"/> 55% | <input type="checkbox"/> 85% | |

TENDERING PRICE

The price I direct the trustee to tender shares of Entegris, Inc. common stock allocated to my Plan account to Entegris, Inc. is set forth below.* (Check the appropriate box.) This action could result in none of the shares of Entegris, Inc. common stock being purchased if the purchase price determined by Entegris, Inc. for purchase of shares of Entegris, Inc. common stock in the tender offer is less than the price checked below or if the price checked below is increased above the purchase price determined by Entegris, Inc.* IF MORE THAN ONE BOX IS CHECKED THERE IS NO VALID INSTRUCTION AND ENTEGRIS, INC. SHARES OF COMMON STOCK ALLOCATED TO YOUR PLAN ACCOUNT WILL NOT BE TENDERED.

PRICE (IN DOLLARS) PER SHARE AT WHICH SHARES ARE BEING TENDERED

CHECK ONLY ONE BOX.

IF MORE THAN ONE BOX IS CHECKED OR IF NO BOX IS CHECKED,
THERE IS NO PROPER TENDER OF SHARES.

(Participants who desire to tender shares at more than one price must complete a separate Instruction Form for each price at which shares are tendered.)

- | | | | | | |
|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|----------------------------------|
| <input type="checkbox"/> \$11.00 | <input type="checkbox"/> \$11.25 | <input type="checkbox"/> \$11.50 | <input type="checkbox"/> \$11.75 | <input type="checkbox"/> \$12.00 | <input type="checkbox"/> \$12.25 |
| <input type="checkbox"/> \$11.05 | <input type="checkbox"/> \$11.30 | <input type="checkbox"/> \$11.55 | <input type="checkbox"/> \$11.80 | <input type="checkbox"/> \$12.05 | |
| <input type="checkbox"/> \$11.10 | <input type="checkbox"/> \$11.35 | <input type="checkbox"/> \$11.60 | <input type="checkbox"/> \$11.85 | <input type="checkbox"/> \$12.10 | |
| <input type="checkbox"/> \$11.15 | <input type="checkbox"/> \$11.40 | <input type="checkbox"/> \$11.65 | <input type="checkbox"/> \$11.90 | <input type="checkbox"/> \$12.15 | |
| <input type="checkbox"/> \$11.20 | <input type="checkbox"/> \$11.45 | <input type="checkbox"/> \$11.70 | <input type="checkbox"/> \$11.95 | <input type="checkbox"/> \$12.20 | |

OR

Shares Tendered at a Price Determined pursuant to the Tender Offer:

- ☐ By checking this one box instead of one of the price boxes above, you are tendering shares and are willing to accept the purchase price selected by Entegris, Inc. in accordance with the terms of the tender offer. This action will maximize the chance of having Entegris, Inc. purchase your shares (subject to the possibility of proration). Note this election could result in your shares, as well as all shares purchased by Entegris, Inc. pursuant to the tender offer, being purchased at the minimum price of \$11.00 per share and, in general, may

have the effect of decreasing the price of shares tendered in the tender offer.* On May 9, 2007, the last full trading day prior to the announcement of the tender offer, the last reported sale price of the Shares on the NASDAQ Global Market was \$10.33 per share. On May 10 2007, the last full trading day prior to the commencement of the tender offer, the last reported sale price of the shares on the NASDAQ Global Market was \$11.40 per share. Shareholders are urged to obtain current market quotations for the common stock.

* As described in the letter delivered to you with this Instruction Form, the price you elect will be adjusted to equal the closing price of shares of Entegris, Inc. common stock on the expiration date for the tender offer, as reported on the NASDAQ Global Market, if such closing price is greater than the price you designated above, or, if the closing price is not an available option under this tender offer, the price you elect will be adjusted to the next highest available price that is not less than the closing price on the expiration date. If the closing price for shares of Entegris, Inc. common stock on the expiration date is higher than \$12.25 per share, none of the shares of Entegris, Inc. common stock allocated to your account will be sold.

CONDITIONAL TENDER

You may condition your tender of shares on Entegris, Inc. common stock purchasing a specified minimum percentage of your tendered shares, all as described in Section 6 of the Offer to Purchase. Unless the minimum percentage of shares you indicate below is purchased by Entegris, Inc. in the tender offer, none of the shares you tendered will be purchased. It is your responsibility to determine the minimum percentage of shares that must be purchased if any are purchased, and you are urged to consult your own tax advisor before completing this section. Unless this box has been checked and a minimum percentage of shares specified, your tender will be deemed unconditional.

☐ The minimum percentage of shares that must be purchased, if any are purchased, is: _____%

If because of proration, the minimum percentage of shares that you designated above will not be purchased, Entegris, Inc. may accept conditional tenders by random lot, if necessary. However, to be eligible for purchase by random lot, you must have tendered all your shares and checked this box:

☐ The tendered shares represent all shares held by me.

Date: _____, 2007

Name:

Return this form to Wells Fargo Bank, N.A., at:

By First Class Mail:

WELLS FARGO BANK, N.A.
Shareowner Services Voluntary Corporate Actions
P.O. Box 64854
St. Paul, Minnesota 55164-0854

By Hand, Overnight Carrier or Express Mail:

WELLS FARGO BANK, N.A.
Shareowner Services Voluntary Corporate Actions
161 North Concord Exchange
South St. Paul, Minnesota 55075

The Information Agent for this tender offer is MacKenzie Partners, Inc. All questions regarding the tender offer should be directed to MacKenzie Partners, Inc. at (800) 322-2885 (toll-free).



Entegris, Inc.
Corporate Headquarters
3500 Lyman Boulevard
Chaska Minnesota 55318 USA
Tel. 952-556-3131

Steve Cantor
VP of Corporate Relations
Tel. 978-436-6750
irelations@entegris.com

For Release at 6:30 AM (ET)

Entegris, Inc. Announces Tender Offer To Repurchase \$250 Million of Stock

CHASKA (Minneapolis), Minn., May 10, 2007 – Entegris, Inc. (Nasdaq: ENTG) announced today its intention to commence a modified “Dutch auction” tender offer to purchase up to 20.4 million shares of its common stock at a price per share not less than \$11.00 and not greater than \$12.25, for a maximum aggregate purchase price of up to \$250 million. The Company intends to commence the stock tender offer tomorrow, May 11, 2007, and expects the stock tender offer to expire at 11:59 p.m. on June 8, 2007, unless extended. The number of shares proposed to be purchased in the stock tender offer represents approximately 15% percent of the Company’s currently outstanding common stock.

The Company will finance the offer with \$175 million from available cash on hand together with the proceeds from a \$75 million bridge loan facility. The company intends to refinance the bridge loan facility with debt securities, convertible debt securities or a bank loan.

“The magnitude and nature of this share repurchase, which follows a \$100 million buyback we completed in October 2006, reflects our confidence in Entegris’ future,” said Gideon Argov, chief executive officer. “We believe that this recapitalization will result in a capital structure that can leverage our business model and will allow us to use our strong financial position and cash flow to build long-term shareholder value.”

Goldman, Sachs & Co., and Citigroup Global Markets Inc. will serve as dealer managers for the stock tender offer. MacKenzie Partners, Inc. will serve as information agent and Wells Fargo Bank, N.A. will serve as the depositary.

A modified “Dutch auction” allows shareholders to indicate how many shares and at what price within the Company’s specified range they wish to tender. Based on the number of shares tendered and the price specified by the tendering shareholders, the Company will determine the lowest price per share within the range that will enable it to purchase up to 20.4 million company shares, or such lesser number of shares as are properly tendered. The Company will not purchase shares below a price stipulated by a shareholder, and in some cases, may actually purchase shares at prices above a shareholder’s indication under the terms of the modified “Dutch auction.” The stock tender offer is not contingent upon a minimum number of shares being tendered but is conditioned on a number of events as described in the offer to purchase. Specific instructions and a complete explanation of the terms and conditions of the stock tender offer are contained in the Offer to Purchase and related materials that will be mailed to shareholders of record beginning on May 11, 2007.

None of Entegris’ management, its board of directors, the dealer managers, the information agent or the depositary is making any recommendation to stockholders as to whether to tender or refrain from tendering their

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shares in the stock tender offer. Stockholders must decide how many shares they will tender, if any, and the price within the stated range at which they will tender their shares. Shareholders should consult their financial and tax advisors in making this decision.

In August 2006 the Company had announced a \$150 million share repurchase authorization, of which approximately \$100 million was executed in September and October of 2006 in the form of an accelerated stock buyback program. The Company expects approximately \$50 million of the August 2006 authorization to remain following the completion of the stock tender offer.

This press release is for informational purposes only, and is not an offer to purchase or the solicitation of an offer to sell any shares of Entegris common stock. The solicitation of offers to purchase shares of Entegris common stock will be made only pursuant to the tender offer documents, including the Offer to Purchase and the related Letter of Transmittal that Entegris intends to distribute to holders of its common stock and file with the Securities and Exchange Commission (“SEC”) on the commencement date of the stock tender offer.

HOLDERS OF COMMON STOCK ARE URGED TO READ THE TENDER OFFER STATEMENT (INCLUDING THE OFFER TO PURCHASE, LETTER OF TRANSMITTAL AND RELATED TENDER OFFER DOCUMENTS) WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ON THE STOCK TENDER OFFER.

Holders of common stock will be able to obtain these documents as they become available free of charge at the SEC’s website at www.sec.gov, or at the SEC’s public reference room located at 450 Fifth Street, NW, Washington, DC 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room. In addition, holders of common stock may also request copies of the Tender Offer Statement, the Offer to Purchase, related Letter of Transmittal and other filed tender offer documents free of charge by contacting MacKenzie Partners, Inc., the Information Agent, by telephone at (800) 322-2885 (toll-free), or in writing to MacKenzie Partners, Inc., 105 Madison Avenue, New York, NY 10016.

About Entegris

Entegris is the global leader in materials integrity management, delivering a wide range of products for purifying, protecting and transporting critical materials used in processing and manufacturing in semiconductor 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, Japan, Malaysia, Singapore, South Korea and Taiwan. Additional information can be found at www.entegris.com.

Forward-Looking Statements

This press release contains forward-looking statements, including, among others, statements regarding the expected long-term prospects and performance of the Company, potential areas of further Company growth and the Company’s balance sheet following the stock repurchase. Actual results may differ materially from those expressed in the forward-looking statements due to a number of factors, including delays in effecting the tender, reductions in orders or cancellations of orders, increased competition in the Company’s core product lines, lack of acceptance of the Company’s new products, unanticipated cash requirements and prolonged adverse conditions in the U.S. economy and the Company’s industry.

END

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This announcement is neither an offer to purchase nor a solicitation of an offer to sell shares of Entegris, Inc. common stock. The offer is made solely by the Offer to Purchase dated May 11, 2007 and the related Letter of Transmittal, as they may be amended or supplemented from time to time. The offer is not being made to, nor will tenders be accepted from or on behalf of, holders of shares of Entegris, Inc. common stock in any jurisdiction in which the making or acceptance of offers to sell shares would not be in compliance with the laws of that jurisdiction. In any jurisdiction where the securities, blue sky or other laws require the offer to be made by a licensed broker or dealer, the offer shall be deemed to be made on behalf of Entegris, Inc. by Goldman, Sachs & Co. and Citigroup Global Markets Inc., the Dealer Managers for the offer, or by one or more registered brokers or dealers licensed under the laws of that jurisdiction.

Notice of Offer to Purchase for Cash

by

ENTEGRIS, INC.

of

Up to 20,408,163 Shares of its Common Stock

At a per share purchase price not less than \$11.00 per share nor greater than \$12.25 per share

As part of a recapitalization plan, Entegris, Inc., a Delaware corporation (“Entegris”), is offering to purchase up to 20,408,163 shares of its outstanding common stock, \$.01 par value per share, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated May 11, 2007 (the “Offer to Purchase”), and in the related Letter of Transmittal, as they may be amended or supplemented from time to time.

The offer is not conditioned upon any minimum number of shares being tendered. The offer is, however, subject to certain other important conditions set forth in the Offer to Purchase.

THE OFFER, PRORATION PERIOD AND WITHDRAWAL RIGHTS WILL EXPIRE AT 11:59 P.M., NEW YORK CITY TIME, ON JUNE 8, 2007, UNLESS ENTEGRIS EXTENDS THE OFFER.

The board of directors of Entegris has approved the recapitalization plan, including the offer. However, none of Entegris, its board of directors, the information agent or any of the dealer managers is making any recommendation to you as to whether you should tender or refrain from tendering your shares or as to what price or prices you should choose to tender your shares. Entegris is not making a recommendation as to whether you should tender shares into the offer because it believes that you should make your own decision based on your views as to the value of Entegris’s shares, its prospects and the proposed capital structure and increased leverage following the recapitalization, as well as your liquidity needs, investment objectives and other individual considerations. Each of Entegris’s directors and executive officers has advised it that, other than with respect to sales made in connection with previously established 10b5-1 trading plans, they do not intend to tender any shares owned by them in the offer. You must decide whether to tender your shares and, if so, how many shares to tender and the price or prices at which you will tender them. You should discuss whether to tender your shares with your broker or other financial or tax advisor.

The offer is an element of a recapitalization plan, which comprises (i) this offer to purchase up to _____ shares of Entegris’s common stock, (ii) a bridge loan facility in an amount up to \$75 million with a syndicate of banks, financial institutions and other entities, including affiliates of the dealer managers and (iii) new borrowings, the proceeds of which will be used to pay off the bridge loan facility. Entegris anticipates the new borrowings will consist of debt securities, convertible debt securities or a bank loan. Entegris plans to finance this offer with \$175 million of cash on hand and borrowings under our bridge loan facility. Entegris has obtained a commitment, subject to customary conditions, from affiliates of the dealer managers to provide the bridge loan facility.

The primary purpose of the offer is to provide Entegris's shareholders with an opportunity to evaluate the capital structure and increased leverage expected to result from the recapitalization and, if they desire, to sell their investment in Entegris at a negotiated price without the typical transaction costs associated with open market transactions, while allowing shareholders who desire to continue their investment in Entegris's expected capital structure, including the increased leverage after the recapitalization to retain their shares and potentially benefit from (i) accretion in earnings per share (excluding the impact of the transaction expenses) that Entegris expects as a result of the offer and any future open market share repurchases, (ii) increased equity return opportunities available due to Entegris's higher leverage, and (iii) an increased percentage ownership in Entegris.

As of May 7, 2007, there were 135,322,910 shares of Entegris, Inc. common stock issued and outstanding. The 20,408,163 shares that Entegris is offering to purchase pursuant to the offer represent approximately 15% of the outstanding shares of common stock as of May 7, 2007. Based upon the foregoing, if the offer is fully subscribed, Entegris will have 114,914,747 shares outstanding following the purchase of shares tendered in the offer. The actual number of shares outstanding will depend on the number of shares validly tendered and purchased in the offer.

If the terms and conditions of the offer have been satisfied or waived and more than 20,408,163 shares are properly tendered at or below the purchase price and not properly withdrawn, subject to the conditional tender procedures, Entegris will purchase shares in the following order of priority:

- *first*, all such shares owned beneficially or of record by a holder of fewer than 100 shares of common stock who validly tenders all of such shares (partial tenders will not qualify for this preference) and completes, or whose broker, bank or other nominee completes, the section captioned "Odd Lots" in the letter of transmittal and, if applicable, in the Notice of Guaranteed Delivery;
- *second*, after purchase of all of the foregoing shares, all other shares (other than conditionally tendered shares for which the condition was not satisfied) tendered at or below the purchase price on a pro rata basis, if necessary (with appropriate rounding adjustments to avoid purchases of fractional shares); and
- *third*, if necessary to permit Entegris to purchase 20,408,163 shares (or such greater number of shares as Entegris may elect to purchase in accordance with applicable law), shares conditionally tendered at or below the purchase price for which the condition was not initially satisfied, to the extent feasible, by random lot (to be eligible for purchase by random lot, shareholders whose shares are conditionally tendered must have tendered all of their shares).

All shares tendered and not purchased, including shares tendered at prices above the purchase price Entegris selects and shares not purchased because of the odd lot priority, proration or the conditional tender procedures, will be returned to shareholders at Entegris's expense promptly following the expiration date.

Entegris expressly reserves the right, in its sole discretion, at any time and from time to time, and regardless of whether or not any of the events set forth in Section 7 of the Offer to Purchase occur or are deemed by Entegris to have occurred, to extend the period of time during which the offer is open and thereby delay acceptance for payment of, and payment for, any shares by giving oral or written notice of such extension to the depository and making a public announcement of such extension.

Shares tendered in the offer may be withdrawn at any time before the expiration date and, unless Entegris has already accepted your shares for payment after the offer expires, may also be withdrawn any time after 12:01 a.m., New York City time, on July 10, 2007. Except as otherwise provided in Section 4 of the Offer to Purchase tenders of shares pursuant to the offer are irrevocable. For a withdrawal to be effective, the depository must receive (at its address set forth on the back cover of the Offer to Purchase) a notice of withdrawal in written or facsimile transmission form on a timely basis. The notice of withdrawal must specify the name of the person who tendered the shares to be withdrawn, the number of shares tendered, the number of shares to be withdrawn and the name of the registered holder. If the certificates have been delivered or otherwise identified to the depository, then, prior to the release of those certificates, the tendering shareholder must also submit the serial numbers shown on the particular certificates evidencing the shares and the signature on the notice of withdrawal must be guaranteed by an eligible guarantor institution (except in the case of shares tendered by an eligible

guarantor institution). If shares have been tendered pursuant to the procedure for book-entry transfer set forth in Section 3 of the Offer to Purchase the notice of withdrawal must specify the name and the number of the account at the book-entry transfer facility to be credited with the withdrawn shares and otherwise comply with the procedures of the facility.

For purposes of the offer, Entegris will be deemed to have accepted for payment, and therefore purchased, shares that are properly tendered at or below the purchase price and not properly withdrawn, subject to the odd lot priority, proration and conditional tender provisions of the offer, only when, as and if Entegris gives oral or written notice to the depository of Entegris's acceptance of shares for payment under the offer.

Shareholders desiring to tender their shares must follow the procedures set forth in Section 3 of the Offer to Purchase and in the Letter of Transmittal.

Entegris will pay for the shares purchased under the offer by depositing the aggregate purchase price for the shares with the depository, which will act as agent for tendering shareholders for the purpose of receiving payment from Entegris and transmitting payment to the tendering shareholders. In the event of proration, Entegris will determine the proration factor and pay for those tendered shares accepted for payment promptly after the expiration date. However, Entegris does not expect to be able to announce the final results of any such proration immediately following expiration of the offer. In such cases it could be seven to ten business days after the expiration date before Entegris is able to commence payment for the tendered share

Entegris will determine, in its sole discretion, all questions as to the number of shares to be accepted, the price to be paid and the validity, form, eligibility, including time of receipt, and acceptance for payment of any tender of shares. Entegris's determination will be final and binding on all parties. Entegris reserves the absolute right to reject any or all tenders it determines not to be in proper form or the acceptance of or payment for which it determines may be unlawful. Entegris also reserve the absolute right to waive any of the conditions of the offer and any defect or irregularity in the tender of any particular shares or any particular shareholder. No tender of shares will be deemed to be properly made until all defects or irregularities have been cured by the tendering shareholder or waived by Entegris.

Generally, the receipt of cash for tendered shares will be treated for United States federal income tax purposes either as (a) proceeds of a sale or exchange eligible for capital gains treatment or (b) a dividend to the extent of Entegris's available current year or accumulated earnings and profits, and thereafter first as a non-taxable return of capital (to the extent of the tax basis in such shares of Entegris stock) and then as capital gain. In the case of foreign shareholders, because it is unclear which characterization applies, Entegris intends to withhold 30% of the gross proceeds paid. You are strongly encouraged to read the Offer to Purchase, in particular, Sections 3 and 14, for additional information regarding the United States federal income tax consequences of participating in the offer, and you should consult your tax advisor.

The information required to be disclosed by Rule 13e-4(d)(1) under the Securities Exchange Act of 1934, as amended, is contained in the Offer to Purchase and is incorporated herein by reference.

The Offer to Purchase and the Letter of Transmittal contain important information that should be read before any decision is made with respect to the offer.

Copies of the Offer to Purchase and the Letter of Transmittal are being mailed to record holders of shares as of May 11, 2007 and will be furnished to brokers, dealers, commercial banks, trust companies and other nominee shareholders and similar persons whose names, or the names of whose nominees, appear on the shareholder list of Entegris or, if applicable, who are listed as participants in a clearing agency's security position listing for subsequent transmittal to beneficial owners of shares. Additional copies of the Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained from the information agent at the expense of Entegris at the address and telephone number set forth below. Any questions or requests for assistance may be directed to the information agent or the dealer managers at their respective telephone numbers and addresses set forth below. Shareholders may also contact their broker, dealer, commercial bank or trust company for assistance concerning the offer.

The Information Agent for the Offer is:



MacKenzie Partners, Inc.
105 Madison Ave
New York, New York 100016

Banks and Brokerage Firms Call Collect:
(212) 929-5500

All Others Call Toll-Free:
(800) 322-2885

The Dealer Managers for the Offer are:

Goldman, Sachs & Co.
85 Broad Street
New York, New York 10004
(212) 902-1000 (Call Collect)
(800) 323-5678 (Call Toll-Free)

Citigroup Global Markets Inc.
Special Equity Transactions Group
390 Greenwich Street, 5th Floor
New York, New York 10013
(212) 723-7838 (Call Collect)
(877) 531-8365 (Call Toll-Free)

May 11, 2007

GOLDMAN SACHS CREDIT PARTNERS L.P.
85 Broad Street
New York, New York 10004

CITIGROUP GLOBAL MARKETS INC.
388 Greenwich Street
New York, New York 10013

PERSONAL AND CONFIDENTIAL

May 10, 2007

Entegris, Inc.
3500 Lyman Boulevard
Chaska, Minnesota 55318

Attention: Gregory B. Graves, Chief Financial Officer

Commitment Letter

Ladies and Gentlemen:

We are pleased to confirm the arrangements under which each of Goldman Sachs Credit Partners L.P. (“**GSCP**”) and Citigroup Global Markets Inc. (“**CGMI**”) is exclusively authorized by Entegris, Inc. (the “**Company**” or “**you**”) to act as a co-lead arranger and joint bookrunner in connection with certain transactions described herein, in each case on the terms and subject to the conditions set forth in this letter and the attached Annexes A, B and C hereto (collectively, the “**Commitment Letter**”). For purposes of this Commitment Letter: “**Citigroup**” shall mean CGMI, Citibank, N.A., Citicorp USA, Inc., Citicorp North America, Inc. and/or any of their affiliates as may be appropriate to consummate the transactions contemplated herein; GSCP and Citigroup are collectively referred to herein as the “**Initial Lenders**” or “**we**” or “**us**”; and GSCP and CGMI are collectively referred to herein as the “**Arrangers**”. Capitalized terms used by not defined herein have the meanings assigned to them in the Annexes hereto.

You have informed us that the Company intends to consummate a tender offer for approximately \$250,000,000 of its common stock (the “**Tender Offer**”). The Tender Offer will be financed by the Company using (i) approximately \$175,000,000 of cash of the Company and (ii) borrowings by the Company of up to \$75,000,000 (but not less than \$25,000,000) under unsecured senior increasing rate bridge loans (the “**Bridge Loans**” or the “**Facility**”) having the terms set forth on Annex B. It is anticipated that the Bridge Loans will be repaid by the Company with the proceeds of (i) an issuance by the Company of unsecured senior high yield securities or unsecured convertible notes (collectively, the “**Notes**”) pursuant to a registered public offering or Rule 144A or other private placement (the “**Notes Offering**”) or (ii) a permanent loan financing.

Each Arranger is pleased to confirm its commitment to act, and you hereby appoint each Arranger to act, as a co-lead arranger and joint bookrunner in connection with the Facility; each Initial Lender is pleased to confirm its commitment to act, and you hereby appoint each Initial Lender to act, as a co-syndication agent in connection with the Facility; and GSCP is pleased to confirm its commitment to act, and you hereby appoint GSCP to act, as sole administrative agent (the “**Administrative Agent**”) for the Facility, in each case on the terms and subject to the conditions contained in this Commitment Letter and the Fee Letter (as defined below). You agree that GSCP will have “left” placement on any and all marketing materials or other documentation used in connection with the Facility.

In connection with the foregoing, each Initial Lender confirms its several commitment to provide one-half of the principal amount of the Facility, in each case on the terms and subject to the conditions contained in this Commitment Letter and the Fee Letter.

Our fees for services related to the Facility are set forth in a separate fee letter (the “**Fee Letter**”) entered into by the Company, GSCP, Goldman, Sachs & Co. (“**Goldman Sachs**”) and CGMI on the date hereof. In addition, pursuant to an engagement letter (the “**Engagement Letter**”) entered into on the date hereof, between the Company, Goldman Sachs and CGMI, the Company has, among other things, offered each of Goldman Sachs and CGMI the right to act as the exclusive joint underwriters, exclusive joint initial purchasers and/or the exclusive placement agents in connection with the sale of the Notes.

Each Initial Lender's commitment is subject to the condition that there shall not have been, since December 31, 2006, any material adverse change, or any event reasonably likely to result in a material adverse change, in the general affairs, management, financial position, stockholders' equity or results of operations of the Company and its subsidiaries, taken as a whole. Each Initial Lender's commitment is also subject to the negotiation, execution and delivery of appropriate loan documents in customary form relating to the Facility reasonably satisfactory to such Initial Lender including, without limitation, a bridge loan agreement, guarantees, opinions of counsel and other related definitive documents (collectively, the "**Loan Documents**") to be based upon and substantially consistent with the terms set forth in this Commitment Letter.

Each Initial Lender intends and reserves the right to syndicate the Facility to the Lenders, and you acknowledge and agree that the Arrangers intend to commence syndication efforts promptly following your acceptance of this Commitment Letter. The Arrangers will select the Lenders after consultation with the Company. The Arrangers will lead the syndication, including determining the timing of all offers to potential Lenders, any title of agent or similar designations or roles awarded to any Lender and the acceptance of commitments, the amounts offered and the compensation provided to each Lender from the amounts to be paid to us pursuant to the terms of this Commitment Letter and the Fee Letter. The Arrangers will determine the final commitment allocations (consistent with the other provisions of this Commitment Letter) and will notify the Company of such determinations. The Company agrees to use all commercially reasonable efforts to ensure that the Arrangers' syndication efforts benefit from the existing lending relationships of the Company and its subsidiaries. To facilitate an orderly and successful syndication of the Facility, you agree that, until the earlier of the termination of the syndication as reasonably determined by the Arrangers and 90 days following the date of initial funding under the Facility, the Company will not syndicate or issue, attempt to syndicate or issue, announce or authorize the announcement of the syndication or issuance of, or engage in discussions concerning the syndication or issuance of, any debt facility or debt security of the Company or any of its subsidiaries or affiliates (other than (i) the Facility, (ii) the Notes, (iii) any upsize or replacement of the Borrower's existing revolving credit facility to an amount no greater than \$55,000,000, (iv) debt facilities incurred solely by foreign subsidiaries of the Borrower in an aggregate amount no greater than \$5,000,000, (v) debt facilities incurred solely by Nihon Entegris K.K. in an amount no greater than \$50,000,000 (or the Yen equivalent thereof), (vi) any other financing in an amount less than \$25,000,000, and (vii) purchase money indebtedness incurred in the ordinary course to finance the acquisition of fixed or capital assets), including any renewals or refinancings of any existing debt facility or debt security, without the prior written consent of the Arrangers.

The Company agrees to cooperate with the Arrangers in connection with (i) the preparation of an information package regarding the business, operations, financial projections and prospects of the Company including, without limitation, the delivery of all information relating to the transactions contemplated hereunder prepared by or on behalf of the Company deemed reasonably necessary by the Arrangers to complete the syndication of the Facility and (ii) the presentation of an information package acceptable in format and content to the Arrangers in meetings and other communications with prospective Lenders in connection with the syndication of the Facility (including, without limitation, direct contact between senior management and representatives of the Company with prospective Lenders and participation of such persons in meetings at reasonable times and locations). The Company further agrees that the commitment of each Initial Lender hereunder is conditioned upon the Company's satisfaction of the requirements of the foregoing provisions of this paragraph by a date sufficient to afford the Arrangers a period of at least 15 consecutive days following the launch of the general syndication of the Facility to syndicate the Facility prior to the Closing Date. The Company will be solely responsible for the contents of any such information package and presentation and acknowledges that we will be using and relying upon the information contained in such information package and presentation without independent verification thereof. The Company agrees that information regarding the Facility and information provided by the Company or its representatives to us in connection with the Facility (including, without limitation, draft and execution versions of the Loan Documents, publicly filed financial statements, and draft or final offering materials relating to contemporaneous or prior securities issuances by the Company) may

be disseminated to potential Lenders and other persons through one or more internet sites (including an IntraLinks, SyndTrak or other electronic workspace (the “**Platform**”)) created for purposes of syndicating the Facility or otherwise, in accordance with the Arrangers’ standard syndication practices (including hard copy and via electronic transmissions), and you acknowledge that none of us nor any of our affiliates will be responsible or liable to you or any other person or entity for damages arising from the use by others of the information or other materials obtained on the Platform so long as customary measures to protect the confidentiality of such information or other materials are employed by us in connection with the use of such Platform.

At the request of the Arrangers, the Company agrees to prepare a version of the information package and presentation that does not contain material non-public information concerning the Company, its affiliates or its securities. In addition, the Company agrees that unless specifically labeled “Private — Contains Non-Public Information,” no information, documentation or other data disseminated to prospective Lenders in connection with the syndication of the Facility, whether through an internet site (including, without limitation, the Platform), electronically, in presentations at meetings or otherwise, will contain any material non-public information concerning the Company, its affiliates or its securities.

The Company represents and covenants that (i) all information (other than financial projections) provided by the Company or its representatives or advisors to us or the Lenders in connection with the transactions contemplated hereunder is and will be, when taken as a whole, complete and correct in all material respects and does not and will not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements contained therein not misleading in light of the circumstances under which such statements were made and (ii) the financial projections that have been or will be made available to us or the Lenders by or on behalf of the Company have been and will be prepared in good faith based upon assumptions that are believed by the preparer thereof to be reasonable at the time made, it being understood and agreed that financial projections are not a guarantee of financial performance and actual results may differ from financial projections and such differences may be material. You agree that if at any time prior to the Closing Date, any of the representations in the preceding sentence would be incorrect in any material respect if the information and financial projections were being furnished, and such representations were being made, at such time, then you will promptly supplement, or cause to be supplemented, the information and financial projections so that such representations will be correct in all material respects under those circumstances.

In connection with arrangements such as this, it is our policy to receive indemnification. The Company agrees to the provisions with respect to our indemnity and other matters set forth in Annex A, which is incorporated by reference into this Commitment Letter.

This Commitment Letter may not be assigned by you without our prior written consent (and any purported assignment without such consent will be null and void), is intended to be solely for the benefit of the parties hereto and is not intended to confer any benefits upon, or create any rights in favor of, any person other than the parties hereto. Each Initial Lender may assign its commitment hereunder, in whole or in part, to any of its affiliates or, as provided above, to any Lender prior to the Closing Date, provided, that any such assignment shall not reduce the obligation of the assigning Initial Lender to fund such assigned portion of its commitment on the Closing Date in the event that assignee thereof fails to do so. Neither this Commitment Letter nor the Fee Letter may be amended or any term or provision hereof or thereof waived or modified except by an instrument in writing signed by each of the parties hereto and thereto.

Each Initial Lender hereby notifies the Company that pursuant to the requirements of the USA PATRIOT Act (Title III of Pub. L. 107-56 (signed into law October 26, 2001)) (the “**Patriot Act**”) it and each Lender may be required to obtain, verify and record information that identifies the Company, which information includes the name and address of the Company and each of the Guarantors and other information that will allow it and each Lender to identify the Company in accordance with the Patriot Act. This notice is given in accordance with the requirements of the Patriot Act and is effective for each Initial Lender and each Lender.

Please note that this Commitment Letter, the Fee Letter and any written or oral advice provided by us in connection with this arrangement are exclusively for the information of the Company and may not be disclosed to any third party or circulated or referred to publicly without our prior written consent, except pursuant to a subpoena or order issued by a court of competent jurisdiction or by a judicial, administrative or legislative body or committee, after providing written notice thereof (to the extent legally permissible) to the Arrangers; provided that we hereby consent to your disclosure of (i) this Commitment Letter, the Fee Letter and such advice to the Company's officers, directors, agents and advisors who are directly involved in the consideration of the Facility and who have been informed by you of the confidential nature of such advice and the Commitment Letter and Fee Letter and who have agreed to treat such information confidentially, (ii) this Commitment Letter and the Fee Letter as required by applicable law, regulation or compulsory legal process (in which case you agree to inform us promptly thereof) and (iii) the information contained in this Commitment Letter (but not the Fee Letter or the information contained therein) in any prospectus or other offering memorandum relating to the Notes and to any ratings agency in connection with the transactions contemplated hereby. The provisions of this paragraph shall survive any termination or completion of the arrangement provided by this Commitment Letter.

As you know, each of Goldman Sachs and CGMI is a full service securities firm engaged, either directly or through its affiliates, in various activities, including securities trading, investment management, financing and brokerage activities and financial planning and benefits counseling for both companies and individuals. In the ordinary course of these activities, Goldman Sachs and CGMI or their respective affiliates may actively trade the debt and equity securities (or related derivative securities) of the Company and other companies which may be the subject of the arrangements contemplated by this letter for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities. Goldman Sachs, CGMI or their respective affiliates may also co-invest with, make direct investments in, and invest or co-invest client monies in or with funds or other investment vehicles managed by other parties, and such funds or other investment vehicles may trade or make investments in securities or other debt obligations of the Company or other companies which may be the subject of the arrangements contemplated by this letter.

GSCP and its affiliates, including Goldman Sachs (collectively "GS") and CGMI and its affiliates (collectively, "Citi") may have economic interests that conflict with those of the Company. You agree that each of GS and Citi will act under this letter as an independent contractor and that nothing in this Commitment Letter or the Fee Letter or otherwise will be deemed to create an advisory, fiduciary or agency relationship or fiduciary or other implied duty between GS or Citi and the Company, its stockholders or its affiliates. You acknowledge and agree that (i) the transactions contemplated by this Commitment Letter and the Fee Letter are arm's-length commercial transactions between GS and Citi, on the one hand, and the Company, on the other, (ii) in connection therewith and with the process leading to such transaction GS and Citi is each acting solely as a principal and not the agent or fiduciary of the Company, its management, stockholders, creditors or any other person, (iii) neither GS nor Citi has assumed an advisory or fiduciary responsibility in favor of the Company with respect to the transactions contemplated hereby or the process leading thereto (irrespective of whether GS or Citi has advised or is currently advising the Company on other matters) or any other obligation to the Company except the obligations expressly set forth in this Commitment Letter and the Fee Letter and (iv) the Company has consulted its own legal and financial advisors to the extent it deemed appropriate. The Company further acknowledges and agrees that it is responsible for making its own independent judgment with respect to such transactions and the process leading thereto. The Company agrees that it will not claim that GS or Citi has rendered advisory services of any nature or respect, or owes a fiduciary or similar duty to the Company, in connection with such transaction or the process leading thereto. In addition, each of GSCP and Citigroup may employ the services of its affiliates in providing certain services hereunder and may exchange with such affiliates information concerning the Company and other companies that may be the subject of this arrangement, and such affiliates shall be entitled to the benefits afforded to, and be bound by the confidentiality obligations binding upon, GSCP and Citigroup hereunder.

In addition, please note that GSCP, Goldman Sachs, Citigroup and their affiliates do not provide accounting, tax or legal advice. Notwithstanding anything herein to the contrary, the Company (and each employee, representative or other agent of the Company) may disclose to any and all persons, without limitation of any kind, the tax treatment and tax structure of the transactions contemplated hereby and all materials of any kind (including opinions or other tax analyses) that are provided to the Company relating to such tax treatment and tax structure. However, any information relating to the tax treatment or tax structure shall remain subject to the confidentiality provisions hereof (and the foregoing sentence shall not apply) to the extent reasonably necessary to enable the parties hereto, their respective affiliates, and their and their respective affiliates' directors and employees to comply with applicable securities laws. For this purpose, "tax treatment" means U.S. federal or state income tax treatment, and "tax structure" is limited to any facts relevant to the U.S. federal income tax treatment of the transactions contemplated by this Commitment Letter but does not include information relating to the identity of the parties hereto or any of their respective affiliates.

Consistent with our policies to hold in confidence the affairs of our customers, we will not furnish confidential information obtained from you by virtue of the transactions contemplated by this Commitment Letter to any of our other customers. Furthermore, you acknowledge that neither we nor any of our affiliates has an obligation to use in connection with the transactions contemplated by this Commitment Letter, or to furnish to you, confidential information obtained or that may be obtained by them from any other person.

Each of GSCP and CGMI, on behalf of itself and its affiliates, agrees that it will treat as confidential all information provided to it hereunder by or on behalf of you or any of your subsidiaries or affiliates; provided, however, that nothing herein shall prevent GSCP, CGMI or their affiliates from disclosing any such information (a) pursuant to the order of any court or administrative agency or in any pending legal or administrative proceeding, or otherwise as required by applicable law or compulsory legal process (in which case such person agrees to inform you promptly thereof to the extent not prohibited by law), (b) upon the request or demand of any regulatory authority having jurisdiction over such person or any of its affiliates, (c) to the extent that such information is publicly available or becomes publicly available other than by reason of improper disclosure by such person, (d) to such person's affiliates and their respective officers, directors, partners, employees, legal counsel, independent auditors and other experts or agents who need to know such information and on a confidential basis, (e) to potential and prospective Lenders, participants and any direct or indirect contractual counterparties to any swap or derivative transaction relating to the Company and its obligations under the Facility, in each case, who are advised of the confidential nature of such information, (f) to any ratings agency, but only with respect to Annex B and Annex C, on a confidential basis, (g) received by such person on a non-confidential basis from a source (other than you or any of your affiliates, advisors, members, directors, employees, agents or other representatives) not known by such person to be prohibited from disclosing such information to such person by a legal, contractual or fiduciary obligation, (h) to the extent that such information was already in GSCP or CGMI's possession or is independently developed by GSCP or CGMI or (i) for purposes of establishing a "due diligence" defense.

Each Initial Lender's commitment hereunder will terminate upon the first to occur of (i) the consummation of the Tender Offer, (ii) the formal abandonment or termination of the Tender Offer, (iii) the closing of the sale of the Notes (in escrow or otherwise), (iv) a termination by the Company of this Commitment Letter, the Fee Letter or the Engagement Letter and (v) July 15, 2007, unless the closing of the Bridge Loans on the terms and subject to the conditions contained herein, shall have been consummated on or before such date. Upon any material breach by the Company of this Commitment Letter, the Fee Letter or the Engagement Letter, our obligations hereunder shall be suspended until such material breach is cured.

The Company agrees that any suit or proceeding arising in respect to this letter or our commitments may be tried in the U.S. District Court for the Southern District of New York or, if that court does not have subject matter jurisdiction, in any state court located in the City of New York, and the Company agrees to submit to the

nonexclusive jurisdiction of, and to venue in, such court. Any right to trial by jury with respect to any action or proceeding arising in connection with or as a result of either our commitments or any matter referred to in this letter is hereby waived by the parties hereto. This Commitment Letter and the Fee Letter shall be governed by and construed in accordance with the laws of the State of New York without regard to principles of conflicts of laws.

This Commitment Letter may be executed in any number of counterparts, each of which when executed will be an original, and all of which, when taken together, will constitute one agreement. Delivery of an executed counterpart of a signature page of this Commitment Letter by facsimile transmission or electronic transmission (in PDF format or otherwise) will be effective as delivery of a manually executed counterpart hereof. This Commitment Letter, the Fee Letter and the Engagement Letter are the only agreements that have been entered into among the parties hereto with respect to the Facility and set forth the entire understanding of the parties with respect thereto and supersede any prior written or oral agreements among the parties hereto with respect to the Facility.

If this Commitment Letter is not executed and delivered by you on or prior to 5:00 p.m. on May 11, 2007, the commitments of the Initial Lenders and the other agreements of the Initial Lenders and the Arrangers hereunder will terminate at such time.

[Remainder of page intentionally left blank; Signature page is next page]

Please confirm that the foregoing is in accordance with your understanding by signing and returning to us the enclosed copy of this Commitment Letter, together, if not previously executed and delivered, with the Fee Letter and Engagement Letter, whereupon this Commitment Letter, the Fee Letter and the Engagement Letter will become binding agreements between us. We look forward to working with you on this assignment.

Very truly yours,

GOLDMAN SACHS CREDIT PARTNERS L.P.,

by /s/ Bruce H. Mendelsohn
Name: Bruce H. Mendelsohn
Title: Authorized Signatory

[SIGNATURE PAGE TO ENTEGRIS COMMITMENT LETTER]

CITIGROUP GLOBAL MARKETS INC.,

by /s/ David J. Wirdnam

Name: David J. Wirdnam

Title: Managing Director

[SIGNATURE PAGE TO ENTEGRIS COMMITMENT LETTER]

Accepted and agreed as of the
date first written above:

ENTEGRIS, INC.,

by /s/ Greg Graves
Name: Greg Graves
Title: CFO

[SIGNATURE PAGE TO ENTEGRIS COMMITMENT LETTER]