



ENTEGRIS, INC.

CHARTER OF MANAGEMENT DEVELOPMENT & COMPENSATION COMMITTEE

(As adopted August 10, 2005 and amended June 14, 2006, May 6, 2009, May 2, 2012, May 8, 2013, April 30, 2015, May 23, 2017, May 9, 2018 and May 1, 2019.)

PURPOSE

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

STATEMENT OF PHILOSOPHY

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

MEMBERSHIP

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

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

AUTHORITY

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

The Committee shall have the sole authority to retain and terminate any advisor to assist in the performance of its duties, and to evaluate and assess the independence of any such advisor so retained and to evaluate and assess any actual or potential conflicts of interest of any such advisors in accordance with the rules of the Securities and Exchange Commission (“S.E.C.”) and the listing requirements of the NASDAQ (and/or the requirements of any other stock exchange or over-the-counter market on which the securities of the Company are traded). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee, and shall have sole authority to approve the advisor’s fees and the other terms and conditions of the advisor’s retention.

The Committee may form and delegate authority and duties to subcommittees as it deems appropriate.

ROLES AND RESPONSIBILITIES: The responsibilities of the Committee include:

1. Compensation Practices and Policies

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

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

2. Executive Compensation

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

3. CEO Compensation

- a.** Review and recommend for approval the annual corporate goals and objectives for the CEO as well as the goals and objectives for CEO compensation.
- b.** The Chairman of the Committee shall lead the discussion of the CEO's performance against such goals and objectives with the Committee and shall communicate the evaluation to the Company's Board of Directors. After discussion by the Board of Directors, the Chairman of the Board of Directors shall communicate the Board's evaluation to the CEO. The Chairman of the Board shall report to the independent directors of the Board of Directors concerning the results of this discussion with the CEO.
- c.** Without the CEO present, annually review and approve (based on the foregoing evaluation), subject to ratification by the independent directors of the Board of Directors, (i) the CEO's annual base salary, (ii) awards to the CEO under the Company's short term incentive and/or cash bonus programs, and (iii) stock option

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

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

4. Development Responsibilities

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

5. Other Responsibilities

- a. Produce an annual report on executive compensation for inclusion in the Company's proxy statement for its Annual Meeting of Stockholders, in accordance with applicable rules and regulations.
- b. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the S.E.C. with management, and based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
- c. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
- d. Conduct an annual Committee performance self-evaluation as a part of the Board self-evaluation process.
- e. Review and reassess the adequacy of this Charter at least annually and submit any changes to the Board of directors for approval.

MEETINGS

The Committee shall hold regular meetings at such frequency as shall be determined by the Committee, subject to the review of the Board of Directors and compliance with applicable S.E.C. or NASDAQ requirements (and/or the requirements of any other stock exchange or over-the-counter market on which the securities of the Company are traded). The Committee shall meet in executive session attended only by Independent directors, from time to time, as determined by the Committee. A majority of the members shall constitute a quorum. A majority of the members present shall decide any matter brought before the Committee.

MINUTES

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

REPORTS

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