



CORPORATE POLICY

Policy No. 7-2010 (as amended March 26, 2015)

MATERIAL NON-PUBLIC INFORMATION DISCLOSURE POLICY

1. General Policy Statement

Entegris, Inc. ("Company") is committed to providing fair public disclosure of information about the Company and its securities without advantage to any particular securities market professional or investor, consistent with the requirements of Regulation FD issued by the U.S. Securities and Exchange Commission ("SEC") and other applicable laws and regulations. The Company has in the past and under this Policy will continue to provide securities market professionals and current and potential investors with access to information reasonably required to evaluate the Company and make an informed decision on whether to invest in the Company's securities, as required by law or as determined appropriate by the Company's management. Consistent with Regulation FD, the Company also will provide reasonable investor access to appropriate members of management. The Company's management believes it is in the Company's best interest to maintain an appropriate dialogue with securities market professionals and current and potential security holders regarding the Company's business, historical performance and future prospects. At the same time, the Company will also safeguard its confidential information as determined appropriate by the Company's management.

This policy specifically: (i) prohibits the selective disclosure of material, nonpublic information about the Company or its securities, (ii) sets forth specific policies and procedures that are designed to prevent such selective disclosure, and (iii) provides for the broad, non-exclusionary distribution of material information regarding the Company and its securities to the public.

2. Scope of Policy

The purpose of this Policy is to ensure that the Company complies with Regulation FD and other applicable legal and regulatory requirements in its external communications. This Policy applies to communications of material non-public information concerning the Company or its securities by directors, executive officers, officers and employees.

Examples of the types of actions to which this Policy applies include:

- Quarterly earnings releases and related conference calls;
- Speeches, interviews and conferences;
- Providing "guidance" as to the Company's future performance or results;
- Responding to market rumors;
- Contact with securities analysts covering the Company;
- Reviewing analyst reports, models and similar materials;
- Referring to or distributing analyst reports on the Company;
- Analyst and investor visits; and

- Postings on the Company's websites.

3. Public Disclosure

We will disclose material information concerning the Company and its securities only in a manner that ensures broad, non-exclusionary distribution to the public in accordance with applicable securities laws and the rules of the SEC and the NASDAQ. The methods used to ensure this full public disclosure may include the following: issuing a press release, filing or furnishing the SEC with a Form 8-K or including the information in another document filed with the SEC, or hosting a webcast or conference call that is available to the public. The Company may utilize any combination of the above methods or other methods designed to ensure full public disclosure.

4. Authorized Spokespersons

The individuals holding the following offices and their respective successors are authorized to speak on behalf of the Company in all situations and/or address questions from securities market professionals, current and potential, security holders and/or the media (the "Authorized Spokespersons"):

- President and Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer
- Chief Technology Officer
- Vice President Corporate Relations
- General Counsel

At various times, any one of the Company's Authorized Spokespersons may designate directors or other executives as alternative spokespersons to speak on behalf of the Company and/or respond to specific inquiries when necessary due to the unavailability of an Authorized Spokesperson, a director's status as director or due to the specific nature of the information to be communicated. While alternative spokespersons may be designated from time to time to speak on behalf of the Company, it is essential that the Chief Financial Officer, the Vice President of Corporate Relations and the General Counsel all have knowledge of the information being disseminated by those alternative spokespersons and that they review the terms of this Policy and communication procedures with such alternative spokespersons in order to assure that all communications are in compliance with this Policy and with other applicable legal and regulatory requirements. All such designations of alternative spokespersons are generally intended to be temporary and must be renewed, by the Authorized Spokesperson making the designation, for each specific matter, event or inquiry to be addressed. All such designations of alternative spokespersons shall be documented by the Vice President of Corporate Relations.

Company directors, executive officers, officers and employees who have not been designated as alternative spokespersons are not authorized to speak on behalf of the Company and are prohibited from communicating potentially material non-public

information about the Company and should refer all inquiries from the media, securities market professionals, current or potential securities holders and/or the financial community to the Company's Chief Financial Officer or Vice President of Corporate Relations.

5. Policy on Public Communications and Press Releases

For all public communications initiated by the Company, the Vice President of Corporate Relations will draft all related press releases and circulate the press release to the Authorized Spokespersons and any other appropriate Company personnel prior to its release. The General Counsel and the Chief Financial Officer will review the press release in its proposed final form. The Vice President of Corporate Relations will disseminate the press release in accordance with all applicable SEC and NASDAQ rules.

All requests by customers, suppliers, vendors and others to disseminate written communications or comments about the Company shall be promptly brought to the attention of the Vice President of Corporate Relations, who will review and evaluate such requests and determine whether such reference is appropriate and in the best interests of the Company. Only the Vice President of Corporate Relations under the direction of the Chief Financial Officer can authorize and approve the dissemination of such third party press releases or other written communication that makes reference to the Company.

6. Quiet Period

In order to avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Company will observe a "quiet period" each quarter prior to the distribution of the earnings release for the soon to end/recently ended quarter ("Current Quarter") during which we will not initiate any: (i) one-on-one meetings, telephone contacts or other unsolicited contact with securities market professionals and current or potential investors; (ii) Company organized roadshows. No discussion regarding earnings or quarterly results of operations will take place, except to respond to unsolicited inquiries concerning publicly available information. The following exceptions to this policy are permitted to the extent that the Quiet Period Communication Limitations specified below are adhered to:

- (1) One-on-one meetings or telephone contacts where the contact was initiated by the counterparty. In the case of one-on-one meetings an agenda of discussion topics/questions should be prepared in advance and the discussion should adhere to that agenda and the Vice President of Investor Relations shall be present and shall compile notes of the discussion documenting the matters discussed; and
- (2) Site visits to Company facilities requested by investors.

Participation in securities conferences and other broadly attended events during a quiet period are prohibited by this policy unless the Company's Chief Executive Officer or Chief Financial Officer expressly waives the application of this policy with respect to one or more particular conferences and events and where the Company's participation is

publicized beforehand and the information concerning the Company provided at the event is universally accessible and contains only public information. One-on-one meetings or calls associated with the foregoing events may be covered by any such waiver but all discussions at such meetings or calls must adhere to the Quiet Period Communication Limitations specified below.

Quiet Period Communication Limitations. All communications during the Quiet Period shall be limited to historical, factual information. No discussion or comment is permitted concerning non-public information related to the Company including, without limitation, the following:

- Financial results for or projections of financial results for the Current Quarter or for future quarters;
- Forward-looking expectations for industry or Company order or sales trends;
- Comment on public statements by customers, peers, or analysts relating to the Company or the industry;
- Business performance for the Current Quarter by operating segment or geography;
- RD&E spending levels for the Current Quarter or for future quarters;
- Comment on financial metrics such as gross margin, earnings per share, EBITA, EBITDA or tax rate for the Current Quarter or for future quarters;
- Cash balances for the Current Quarter; debt repayments during the Current Quarter or projected debt repayments for future quarters.

All Authorized Spokespersons and alternative spokespersons participating in communications permitted under this policy must be especially vigilant to assure that these Quiet Period Communication Limitations are strictly adhered to.

Duration. The quiet periods shall begin at 5:00 pm on the 22nd day of the third month of each quarter (i.e., March, June, September and December). If such day is not a business day, the commencement date for the quiet period shall be the next succeeding business day. The quiet period shall end at the time of the earnings release for the prior quarter.

7. Policy on Forward-Looking Statements

Any press release or presentation materials to be made available to securities market professionals or current or potential security holders that contain forward-looking statements, including explicit forecasts or expressions of “comfort” with respect to an analyst's estimates, shall be provided to the Chief Financial Officer and the General Counsel in advance for review and shall include appropriate communication of the underlying assumptions and cautionary statements relating to material uncertainties concerning the information communicated in the release or materials. Except to the extent required by law or specified by the General Counsel, after consultation with the Chief Financial Officer, the Company will not undertake any obligation for updating its guidance or any forward-looking statements made.

8. Policy on Scheduled Quarterly Earnings Conference Calls

The Company has, in the past, and will continue under this Policy to hold open, publicly-accessible conference calls to discuss quarterly financial results and certain other significant events that arise in the course of its business. Normally, the Company will issue a press release in advance of the call announcing the date, time and access information for the call. Generally, securities analysts and professional investors will have teleconference access to the call so they may participate in the Q & A portion of the call. Generally, other interested parties will also be able to listen to the call via the Internet through the Company's website. The Company will attempt to respond to as many questions from securities analysts and professional investors as possible during the time allotted; however, the Company reserves the right to not respond to any question where it chooses to do so. Generally, audio transcripts of the call shall be made available to the public on a timely basis on the Company's web site or through independent third-party sources. All transcripts and archived materials on the Company's website are considered time-dated and the Company undertakes no obligation to update such information, which shall not later be considered a current representation of the Company's views or forecasts. The scheduled quarterly earnings conference calls shall be conducted in accordance with the following procedures:

- (a) The time, date, and means of access to the call will be announced in advance in the quarterly earnings press release or in a separate press release and will be listed on the Company's website and in the Company's press release so that all interested parties wishing to listen to the call will have reasonable opportunity to obtain the information necessary to gain access.
- (b) A related Form 8-K and press release in a form and substance consistent with applicable SEC and NASDAQ rules will be prepared by the General Counsel and the Vice President Corporate Relations, respectively. All reasonable efforts shall be made for the press release to be released by the Company at least 2-3 hours before the call (but not more than 48 hours before the call) in accordance with the Policy on Public Communications in Section 5 above. Upon issuing the press release and prior to the start of the call, the Form 8-K containing the press release will be filed by the Company with the SEC in accordance with its rules.
- (c) The Vice President of Corporate Relations will endeavor to pre-script the call to the extent possible with assistance from the Chief Financial Officer, the General Counsel and the other Authorized Spokespersons (the Company's management and General Counsel will consider jointly the "materiality" of the information to be discussed including consideration of the questions that can reasonably be anticipated from securities analysts and professional investors who will participate in the Q&A portion of the call, so as to avoid non-intentional disclosures of material, non-public information).
- (d) The Company will hold the call within 48 hours after the related press release is issued. The media/public will have the option of gaining access to monitor the

- conference call through the webcast on the Company's website (real time and replay mode). A replay of the webcast will be available on the Company's website for at least two months after the conference call.
- (e) If (i) the conference call is more than 48 hours after the issuance of the earnings release, (ii) the Form 8-K is not submitted to the SEC prior to the oral presentation, (iii) the financial and statistical information contained in the presentation is not provided on the Company's website, or (iv) the call is not complementary to the earnings press release, then, to the extent required by applicable SEC rules, the Company will furnish a second Form 8-K containing the text of any announcement or release disclosing material non-public information regarding the Company's results of operations or financial condition for a completed quarterly or annual fiscal period that is included in the oral presentation.
 - (f) Any written materials distributed to securities analysts will be posted on the Company's website.
 - (g) The "Question and Answer" session following analyst conference call shall conform to the following procedures:
 - (1) Management will make all reasonable efforts to restrict its comments to the scope of the information presented in the conference call.
 - (2) The General Counsel will be in attendance at all scheduled quarterly earnings conference calls to assist in efforts to comply with applicable federal securities laws regarding disclosure.
 - (3) If an Authorized Spokesperson engages in post-call discussions with securities analysts all reasonable efforts shall be made to restrict comments and responses to questions to the scope of the information presented in the conference call. In the event that inadvertent disclosures of material, non-public information are made in such discussion or if there is any reasonable belief that such an inadvertent disclosure may have been made, such Authorized Spokesperson will immediately contact the General Counsel or the Vice President of Corporate Relations to determine whether any material information beyond what was covered in the presentation (including the formal Q&A session) was communicated.
 - (4) The Vice President of Corporate Relations will prepare a record of the analysis of whether any additional information disclosed by an Authorized Spokesperson (or a designated alternative spokesperson) may be material, such record to be immediately made available to the General Counsel, who shall make the determination of whether material, non-public information was disclosed and follow the procedures below for unintentional disclosures, if appropriate.

9. Policy on Unintentional Disclosures

- (a) If any Authorized Spokesperson, any alternative spokesperson or any other senior executive of the Company has a reasonable belief that an unintentional disclosure of material, nonpublic information may have been made by the Company (or the movement of the Company's stock price suggests that there may have been a disclosure of material, non-public information), the Vice President of Corporate Relations (or, in his/her absence, the Chief Financial Officer) and the General Counsel should be notified immediately.
- (b) The Vice President of Corporate Relations will, upon consultation with the General Counsel and the Chief Financial Officer, determine whether disclosure of the information should be made to the public and, if so, the manner in which the Company will disseminate the same information to the public consistent with this Policy and applicable laws and regulations.
- (c) If public disclosure is deemed necessary or appropriate, it will be made as soon as reasonably practicable but in any event prior to the *later* of (i) 24 hours or (ii) the commencement of the next day's trading on the NASDAQ after the discovery by the Vice President of Corporate Relations that there has been an unintentional disclosure of information that is material and that has not been previously disclosed publicly.

10. Policy on Issuing Earnings Guidance

The determination as to whether the Company will provide numerical earnings guidance regarding future operating results shall be made, from time to time, by the Authorized Spokespersons. As a general matter, reasonable efforts shall be made to announce any change in this determination at least one quarter in advance of the change taking effect; however, it is recognized that under certain circumstances exceptions to this advance notice principle may be appropriate. Any such announcement shall be made in conformity with Regulation FD. In the event that a determination is made to provide earnings guidance, any update or confirmation of such guidance must be communicated in compliance with this Policy.

11. Policy on Commenting on Securities Analyst Reports

It is the Company's Policy that only Authorized Spokespersons may review in advance and/or comment on the accuracy of historical data contained in draft securities analyst reports or models. In connection with any review of analyst projections, the Company will not provide comments on forecasts or projections, except that comments may be made by an Authorized Representative to the extent that those comments relate to previously disclosed actual results or are made to correct factual inaccuracies of previously disclosed information.

To the extent that a securities analyst asks a question in which such analyst is seeking an answer to refine the analyst's own projections, those questions should be answered by referring to already released materials.

12. Policy on Distributing Analyst Reports

Under no circumstances will the Company distribute analyst reports concerning the Company externally to persons other than directors, executive officers, officers or employees. The Company will generally endeavor to post on the investor relations section of its website the names and firms of analysts known to the Company to currently conduct research on the Company.

13. Policy on Speeches, Interviews, and Conferences

Any participation in public speeches, interviews or conferences by Company personnel must be reviewed and approved by the Vice President of Corporate Relations or the Chief Financial Officer. Once approved, Company personnel should adhere to the approved script and not disclose any material, non-public information about the Company during any question and answer sessions.

14. Policy on One-on-One Meetings and Conversations

Authorized Spokespersons are permitted to meet with individual investors, groups of investors, securities analysts and other persons specified in paragraph (b)(1) of Rule 100 under Regulation FD. Although it is not always possible to do so, it is preferable, whenever possible, to have more than one Authorized Spokesperson present at any one-on-one meeting. To the extent practicable, an Authorized Spokesperson familiar with the Company's disclosure record will accompany a designated alternative spokesperson in any meetings or discussions with securities market professionals and current or potential securities holders to monitor for unintentional disclosure of material non-public information. Authorized Spokespersons and alternative spokespersons must exercise extreme care to avoid disclosure of material, nonpublic information during these meetings. A contemporaneous summary of the matters discussed should be prepared and provided to the Vice President of Corporate Relations promptly following the meeting. If an Authorized Spokesperson determines that material, nonpublic information has been disclosed, appropriate public disclosure will be made promptly.

15. Policy on Visits by Securities Market Professionals

Any and all visits by securities market professionals to any plant site of the Company must be arranged by office of the Vice President Corporate Relations. Any communications during visits shall be subject to this Policy. All requests made directly to any plant or plant management/employees must be directed to the office of the Vice President of Corporate Relations.

16. Policy on Responding to Rumors

Generally, the Company will not comment on rumors or speculation. If the Company decides to comment on a rumor, only Authorized Spokespersons may speak on behalf of the Company. Rumors about the Company that are posted in Internet chat rooms are covered by this Policy. Employees should not respond to rumors about the Company including those found in Internet chat rooms. All rumors should be referred to Vice President of Corporate Relations for appropriate action.

17. Communication of Policy

This policy shall be posted on the Company's internal and external web sites and shall be referenced in employee compliance training, as appropriate.

18. Interpretation and Enforcement of Policy

The Company's Vice President of Corporate Relations and General Counsel shall have the authority to make materiality and distribution determinations arising in connection with the application of this Policy with respect to the information disclosed about the Company.

The General Counsel shall have primary responsibility for assuring compliance with this Policy and shall have the authority to interpret and enforce this Policy. All questions about this Policy should be directed to the General Counsel. The Vice President of Corporate Relations shall assist the General Counsel with assuring compliance with this Policy. Any suspected or known violations of this Policy should be reported immediately to the General Counsel, the Chief Financial Officer and the Vice President of Corporate Relations. *If a Company employee violates this Policy, he or she will be subject to disciplinary action up to and including immediate termination of employment.*

The General Counsel must pre-approve any exception or deviation from the policies and procedures outlined in this Policy.

Compliance with this Policy shall be carefully overseen and documented by the Vice President of Corporate Relations at the time of disclosure, including documentation of materiality and distribution determinations, with appropriate back-up documentation showing adherence to the established procedure or the basis for any deviation. The Vice President of Corporate Relations shall document in advance the analysis of why information to be selectively disclosed is not material. The Vice President of Corporate Relations shall establish a system to document and track what material information has and has not been made public and when such information was disclosed to the public.

19. Amendment of Policy

The Company's communications practices are expected to evolve over time. The General Counsel, in consultation with the Chief Financial Officer and the Vice President of Corporate Relations, may recommend amendments to this Policy as necessary to reflect changes in those communications practices or in applicable legal requirements.

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