

ENTEGRIS INC
Form DEF 14A
March 20, 2019
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Entegris, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(4) Date Filed:

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ENTEGRIS, INC.

129 Concord Road

Billerica, Massachusetts 01821

NOTICE OF 2019 ANNUAL MEETING OF STOCKHOLDERS

To Be Held on April 30, 2019

The 2019 Annual Meeting of Stockholders of Entegris, Inc. will be held at the Company's headquarters at 129 Concord Road, Billerica, Massachusetts on Tuesday, April 30, 2019, at 10:00 a.m., local time, to consider and act upon the following matters:

1. To elect eight (8) Directors to serve until the 2020 Annual Meeting of Stockholders.
2. To ratify the appointment of KPMG LLP as Entegris' independent registered public accounting firm for 2019.
3. To approve, on an advisory basis, the Company's Executive Compensation.
4. To transact such other business as may properly come before the meeting and at any adjournment or postponement thereof. Stockholders of record at the close of business on March 8, 2019 are entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof.

By order of the Board of Directors,

Bertrand Loy

President and Chief Executive Officer

Dated: March 20, 2019

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE ANNUAL MEETING. WHETHER OR NOT YOU EXPECT TO ATTEND THE MEETING, PLEASE VOTE IN ONE OF THE FOLLOWING THREE WAYS: (1) BY COMPLETING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE ENCLOSED STAMPED ENVELOPE BY MAIL, (2) BY COMPLETING A PROXY USING THE TOLL-FREE TELEPHONE NUMBER LISTED ON THE PROXY CARD, OR (3) BY COMPLETING A PROXY ON THE INTERNET AT THE INTERNET ADDRESS LISTED ON THE PROXY CARD.

Important Notice Regarding the Availability of Proxy Materials for the 2019 Annual Meeting of Stockholders to be Held on April 30, 2019 the Proxy Statement, Form of Proxy and the Annual Report are available at <http://investor.entegris.com/financials.cfm>

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ENTEGRIS, INC.

129 Concord Road

Billerica, Massachusetts 01821

Proxy Statement for the 2019 Annual Meeting of Stockholders

To Be Held on April 30, 2019

This proxy statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board") of Entegris, Inc., a Delaware corporation ("Entegris" or the "Company"), for use at the 2019 Annual Meeting of Stockholders to be held at the Company's headquarters at 129 Concord Road, Billerica, Massachusetts on Tuesday, April 30, 2019 at 10:00 a.m., local time, and at any adjournment or adjournments of that meeting. You may obtain directions to the location of the Annual Meeting of Stockholders by contacting our Investor Relations Department either through the Internet at investor.Entegris.com/contactus.cfm or via email at irrelations@entegris.com. This proxy statement, the foregoing Notice of Annual Meeting of Stockholders, the enclosed form of proxy and the Company's 2018 Annual Report on Form 10-K are first being mailed or given to stockholders on or about March 20, 2019.

PROXIES

A stockholder giving a proxy may revoke it at any time before it is voted by executing and delivering to Entegris another proxy bearing a later date, by delivering a written notice to the Secretary of the Company stating that the proxy is revoked, or by voting in person at the 2019 Annual Meeting. Any properly completed proxy forms returned in time to be voted at the Annual Meeting will be voted in accordance with the instructions indicated thereon. If no instructions are indicated on the proxy, the proxy will be voted **IN FAVOR** of the election of the eight named nominees as directors and in accordance with the recommendations of the Board of Directors with respect to other matters to come before the 2019 Annual Meeting. In addition, the proxy confers discretionary authority to vote on any other matter properly presented at the 2019 Annual Meeting which is not known to the Company as of the date of this proxy statement, unless the proxy directs otherwise.

Stockholders may vote by proxy in one of the following three ways: **(1)** by completing, signing and dating the enclosed proxy card and returning it in the enclosed postage paid envelope by mail, **(2)** by completing a proxy using the toll-free telephone number listed on the proxy card in accordance with the specified instructions, or **(3)** by completing the proxy card via the Internet at the Internet address listed on the proxy card in accordance with the specified instructions.

All costs of the solicitation of proxies will be borne by Entegris. In addition to solicitations by mail, the Company's directors, officers and regular employees, without additional remuneration, may solicit proxies by telephone, personal interviews and the Internet. Brokers, custodians and fiduciaries will be requested to forward proxy soliciting material to the owners of stock held in their names, and Entegris will reimburse them for their reasonable out-of-pocket expenses incurred in connection with the distribution of proxy materials.

VOTING SECURITIES AND VOTES REQUIRED

The record date for the determination of stockholders entitled to notice of and to vote at the 2019 Annual Meeting was the close of business on March 8, 2019 (the "Record Date"). On the Record Date, there were 135,513,636 shares of common stock, \$0.01 par value per share, the Company's only voting securities, outstanding and entitled to vote. Each share of common stock is entitled to one vote. Under the Company's By-Laws, the holders of a majority of the shares of common stock outstanding and entitled to vote at the meeting shall constitute a quorum for the transaction of business at the meeting. Shares of common stock represented in person or by proxy (including broker non-votes and shares which abstain or do not vote with respect to one or

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more of the matters presented for stockholder approval) will be counted for purposes of determining whether a quorum is present. The affirmative vote of the holders of a majority of votes cast by the stockholders entitled to vote at the meeting is required for the election of directors (see Corporate Governance Majority Voting for Directors below) and for the approval of the other matters listed in the Notice of Meeting. Shares which abstain from voting as to a particular matter, and shares held in street name by brokers or nominees, who indicate on their proxies that they do not have discretionary authority to vote such shares as to a particular matter, will not be counted as votes in favor of such matter, and will also not be counted as votes cast or shares voting on such matter. Accordingly, abstentions and broker non-votes will not be included in vote totals and will not affect the outcome of the voting on the election of the directors or the other matters listed in the Notice of Meeting.

PROPOSAL 1 ELECTION OF DIRECTORS

At each annual meeting of stockholders, directors are elected for a term of one year to succeed those directors whose terms are expiring. The persons named in the enclosed proxy will vote to elect as directors the nominees designated by the Board of Directors, whose names are listed below, unless the proxy is marked otherwise. Each of the nominees has indicated his willingness to serve, if elected. However, if a nominee should be unable to serve, the shares of common stock represented by proxies may be voted for a substitute nominee designated by the Board. There are no family relationships between or among any officers or directors of Entegris.

Merger Agreement; Potential Changes to the Board of Directors

On January 27, 2019, Entegris entered into an Agreement and Plan of Merger (the Merger Agreement) with Versum Materials, Inc. (Versum). The Merger Agreement provides for the merger of Versum into Entegris (the Entegris-Versum Merger), with Entegris surviving and continuing as the surviving corporation in the Entegris-Versum Merger. The completion of the Merger is subject to the satisfaction or waiver of certain previously disclosed customary mutual closing conditions, including approval of the Entegris-Versum Merger by the stockholders of Entegris and Versum.

The Merger Agreement further provides that, at the effective time of the Entegris-Versum Merger (the Effective Time), Entegris Board of Directors will have nine members, including (1) four directors who prior to the Effective Time were members of Entegris Board of Directors (the Entegris Designees), (2) four directors who prior to the Effective Time were members of Versum's Board of Directors, including the Chairman of Versum's Board of Directors as of immediately prior to the Effective Time (the Versum Designees), and (3) the Chief Executive Officer of Entegris as of immediately prior to the Effective Time. The Merger Agreement requires each of the Entegris Designees and Versum Designees to meet the independence standards of the NASDAQ or the New York Stock Exchange, as applicable, with respect to Entegris as of the Effective Time.

At the Effective Time, the Chief Executive Officer of Entegris as of immediately prior to the Effective Time will become the Chief Executive Officer of the combined company and a member of the Board of Directors of the combined company, and the Chairman of Versum's Board of Directors as of immediately prior to the Effective Time will be appointed to serve as the Chairman of the Board of Directors of the combined company.

The Entegris-Versum Merger is expected to close in the second half of 2019, subject to satisfaction or waiver of the aforementioned closing conditions. Accordingly, Entegris expects that any changes to its Board of Directors that may occur pursuant to the terms of the Merger Agreement will occur after the date of the 2019 Annual Meeting. The pendency of the Entegris-Versum Merger has not resulted in any change to Entegris' nominees for director at the 2019 Annual Meeting. As described below, Entegris is nominating for re-election to its Board of Directors all of the currently serving members of its Board of Directors.

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As of the date of this proxy statement, neither Entegris nor Versum has finally determined the identities of the Entegris Nominees or the Versum Nominees, respectively, but Entegris expects that, immediately following the Effective Time, Seifi Ghasemi, the current Chairman of the Board of Versum, will serve as the Chairman of the Board of Directors of the combined company and that Bertrand Loy, the current President and Chief Executive Officer of Entegris, will serve as the President and Chief Executive Officer of the combined company and a member of the Board of Directors of the combined company. Entegris expects that the other members of the Board of Directors of the combined company will be determined before the Effective Time. Accordingly, Entegris expects that, upon the closing of the Entegris-Versum Merger, three of the individuals serving as members of the Board of Directors of Entegris immediately prior to the closing will cease to serve members of the Board of Directors of the combined company.

Nominees for Election

Set forth below are the name and age of each nominee for election as a director, their principal occupation and the year of their first election as a director of Entegris or a predecessor public corporation.

Name of Nominee	Age	Principal Occupation	Director Since*
Michael A. Bradley	70	Retired Chief Executive Officer, Teradyne, Inc.	2001
R. Nicholas Burns	63	Professor of The Practice of Diplomacy and International Politics, Kennedy School, Harvard University	2011
James F. Gentilcore	66	Retired Chief Executive Officer, President and Chairman of the Board, PQ Corporation	2013
James P. Lederer	58	Retired Executive Vice President, Qualcomm, Inc.	2015
Bertrand Loy	53	President & Chief Executive Officer, Entegris, Inc.	2012
Paul L.H. Olson	68	Chairman of the Board, Retired Executive	2003
Azita Saleki-Gerhardt	55	Senior Vice President of Operations, AbbVie Inc.	2017
Brian F. Sullivan	57	Chairman & CEO, Celcuity Inc.	2003

* Includes service with predecessor public company, Entegris, Inc., a Minnesota corporation (Entegris Minnesota), in the case of Messrs. Olson and Sullivan and Mykrolis Corporation (Mykrolis) in the case of Mr. Bradley. Entegris Minnesota and Mykrolis merged into the Company effective August 6, 2005 (the Merger).

Set forth below with respect to each director or nominee standing for election at the 2019 Annual Meeting are the principal occupation and business experience during at least the past five years, the names of other publicly held companies of which they serve or have served as a director during such period, as well as the experience, qualifications, attributes or skills that has led the Board of Directors to conclude that each nominee should serve as a director of the Company.

Michael A. Bradley has served as a director of the Company since the Merger in 2005. Mr. Bradley served as a director of Mykrolis from 2001 until the Merger. From 2004 until his retirement in February 2014, Mr. Bradley served as the Chief Executive Officer of Teradyne, Inc., a global supplier of automatic test systems and equipment for semiconductor, military/aerospace, data storage and automotive applications. Prior to that he served as President of Teradyne, Inc. since May 2003 and as President, Semiconductor Test Division of Teradyne since April 2001. Mr. Bradley served as the Chief Financial Officer of Teradyne, Inc. from 1999 until 2001 and as a Vice President of Teradyne since 1992. Prior to that, Mr. Bradley held various finance, marketing, sales and management positions with Teradyne and worked in the audit practice group of the public accounting firm of Coopers and Lybrand. Since 2004, Mr. Bradley has served as a director of Teradyne, Inc. and, since November 2012, Mr. Bradley has served as a director of Avnet, Inc. (global distributor of electronic components and computer products). He received his A.B. degree from Amherst College and an M.B.A. from the Harvard Business School.

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The Board of Directors has concluded that by reason of his experience as Chief Executive Officer of Teradyne, Inc. as well as his other senior executive positions with Teradyne which have given him extensive experience within the semiconductor industry and by reason of his eighteen years of experience as a director of both Mykrolis and the Company, Mr. Bradley should serve as a director of the Company.

R. Nicholas Burns has served as a director of the Company since May 2011. He is currently the Goodman Family Professor of The Practice of Diplomacy and International Relations, Kennedy School, Harvard University. Ambassador Burns served in the United States Foreign Service for twenty-seven years until his retirement in April 2008. He served as Under Secretary of State for Political Affairs from 2005 to 2008. From 2001 to 2005 he was U.S. Ambassador to NATO. Prior to that from 1997 to 2001 he was U.S. Ambassador to Greece. He is Director of the Aspen Strategy Group and Senior Counselor at the Cohen Group. He is on the Board of Directors of The Atlantic Council and a number of other non-profit organizations. From October 2014 to January 2017, he served as a member of Secretary of State John Kerry's Foreign Affairs Advisory Board.

The Board of Directors has concluded that by reason of his distinguished career as a diplomat and his expertise in world affairs, Mr. Burns should serve as a director of the Company.

James F. Gentilcore was elected to the Board of Directors in December 2013. Until December 2018, Mr. Gentilcore served as the Executive Chairman of the board of directors of PQ Corporation, a performance chemicals and services company (PQ Corp.), having served as a member of its board of directors since 2016. Previously, Mr. Gentilcore served as President and Chief Executive Officer of PQ Corp. from July 2016 until August 2018. Mr. Gentilcore served as an Executive Advisor to CCMP Capital, a global private equity firm, from April 2014 to June 2016. He served as the Chief Executive Officer of Edwards Group Limited, a global industrial technology company, from March 2013 until January 2014, and as a director from December 2007 until January 2014, when Edwards Group was acquired by Atlas Copco AB. From January 2009 until its sale in March 2011, Mr. Gentilcore was the President, Chief Executive Officer and a director of EPAC Technologies Inc., a logistics technology solutions company. Mr. Gentilcore also served as Chief Operating Officer of Brooks Automation Inc., a position he held from November 2005 until November 2007, after leading the merger between Brooks and Helix Technology Corp., where he had been the Chief Executive Officer from December 2004 until October 2005. Prior to that, Mr. Gentilcore was the Chief Operating Officer of Advanced Energy Industries, Inc. Earlier in his career, he spent 10 years in the electronics materials industry with Air Products Inc., serving in various business development and operational roles. His global experience includes several Asia-based joint ventures and acquisitions and many U.S. based technology acquisitions. He has significant experience in growing technology and industrial companies, mergers and acquisitions in the public and private sector and post-merger integration and brings 40 years of technology industry leadership to our board of directors. Mr. Gentilcore currently serves on the board of directors of Milacron Holdings Corp., a global leader in the plastic technology and processing industry, and previously served as a member of the board of directors of KMG Chemicals Inc., a leading supplier of electronic chemicals, from May 2014 to December 2016. Mr. Gentilcore holds an M.B.A. from Lehigh University and a B.Sc. in Engineering from Drexel University.

The Board of Directors has concluded that by reason of his 40 years of experience in the technology industry, his experience as Chief Executive Officer of two major companies serving the semiconductor industry and his broad experience with mergers and post-merger integration, Mr. Gentilcore should serve as a director of the Company.

James P. Lederer was elected to the Board of Directors in April 2015. He served as an Executive Vice President and Officer of Qualcomm Technologies, Inc. and General Manager of Qualcomm CDMA Technologies (QCT), its semiconductor division, from 2008 until his retirement in January 2014. Prior to that role, he held a variety of senior management positions at Qualcomm, Inc. including Senior Vice President, Finance and Business Operations; Vice President, Finance; Senior Director, Finance; and Director, Corporate Strategic Finance. Mr. Lederer joined Qualcomm in 1997 and prior to joining Qualcomm, Mr. Lederer held a variety of management positions at Motorola, General Motors and Scott Aviation. Since March 2018,

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Mr. Lederer has served as a director of Lattice Semiconductor Corporation. Mr. Lederer holds a B.S. degree in Business Administration and an M.B.A. from the State University of New York at Buffalo, where he also serves on the Dean's Advisory Council for the School of Management.

The Board of Directors has concluded that by reason of his over twenty years of experience in the semiconductor industry and his ten years of experience as a senior executive officer of Qualcomm, Mr. Lederer should serve as a director of the Company.

Bertrand Loy has been our Chief Executive Officer, President and a director since November 2012. Mr. Loy served as our Executive Vice President and Chief Operating Officer since 2008. From August 2005 until July 2008, he served as our Executive Vice President and Chief Administrative Officer in charge of our global supply chain and manufacturing operations. He served as the Vice President and Chief Financial Officer of Mykrolis from January 2001 until August 2005. Prior to that, Mr. Loy served as the Chief Information Officer of Millipore Corporation during 1999 and 2000. From 1995 until 1999, he served as the Division Controller and Head of Manufacturing for Millipore's Laboratory Water Division. From 1989 until 1995, Mr. Loy served Sandoz Pharmaceuticals (now Novartis) in a variety of financial, audit and controller positions located in Europe, Central America and Japan. Mr. Loy served as a director of BTU International, Inc. (supplier of advanced thermal processing equipment) until its acquisition in January 2015. He also has served as a director of Harvard Bioscience, Inc. (scientific equipment) since November 2014 and has been a director of SEMI (Semiconductor Equipment and Materials International) (global high technology manufacturing trade association) since July 2013. Mr. Loy graduated from the Ecole Supérieure des Sciences Economiques et Commerciales (ESSEC) business school in Cergy Pontoise France.

The Board of Directors has concluded that by reason of his extensive experience operating the Company, his five years of experience as the Chief Financial Officer of Mykrolis and his experience as a director of BTU International, Inc., Harvard Bioscience, Inc. and SEMI, Mr. Loy should serve as a director of the Company.

Paul L.H. Olson has been a director of the Company since the Merger in 2005. He has served as the independent Chair of the Board of the Company since May 2011. He served as lead director of the Entegris Minnesota board of directors from March 2003 until the Merger with the Company. Mr. Olson served as the Chief Executive Officer and a director of nuBridges, Inc., a software business headquartered in Atlanta, Georgia, from 2008 until its merger with Liaison Technologies, Inc. in 2011. Thereafter he served on the board of directors of Liaison Technologies, Inc., serving as a member of its audit committee until 2014. He served as Executive Vice President of Bethel University from 2002 to 2008. Prior to 2000, Mr. Olson was a founding executive of Sterling Commerce, Inc., an electronic commerce software company. Prior to his role with Sterling Commerce, he held executive positions with Sterling Software, Inc. and Michigan National Corp. Mr. Olson is a member of the board of directors of several private companies and non-profit organizations, including WMC Industries, Inc. (where he is lead director), Macalester College (where he serves as Treasurer and Chair of the Finance Committee), and SiteDocs, Inc. Mr. Olson served as an advisor to Data Dimensions, Inc. and to Thoma Bravo Equity Partners. Mr. Olson holds a BA degree from Macalester College, an MBA from the University of St. Thomas and a doctorate degree from the University of Pennsylvania.

The Board of Directors has concluded that by reason of his extensive graduate education, his many years of business and institutional management experience and his experience as Chief Executive Officer of two different software companies and by reason of his sixteen years of experience as a director of both Entegris Minnesota and the Company, Mr. Olson should serve as a director of the Company.

Azita Saleki-Gerhardt was elected to the Board of Directors in August 2017. Dr. Saleki-Gerhardt has served as the Senior Vice President, Operations at AbbVie Inc., a global, research-driven biopharmaceutical company committed to developing innovative advanced therapies for some of the world's most complex and critical conditions. AbbVie was formed in 2013 after its spin-off from Abbott Laboratories. Prior to this role, Dr. Saleki-Gerhardt spent more than twenty years at Abbott Laboratories in a variety of senior management roles, including

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President, Global Pharmaceuticals Operations from 2011 to 2012, Division Vice President, Quality Assurance, Global Pharmaceutical Operations from 2008 to 2010, Divisional Vice President, Manufacturing Science and Technology, Global Pharmaceutical Operations from 2004 to 2007. Dr. Saleki-Gerhardt holds a B.A. degree, an M.S. degree and a Ph.D. each in pharmaceuticals and each from the University of Wisconsin, Madison.

The Board of Directors has concluded that by reason of her extensive business and management experience and her experience as a senior executive officer responsible for the international manufacturing and distribution network of a global biopharmaceutical company, Dr. Saleki-Gerhardt should serve as a director of the Company.

Brian F. Sullivan has served as a director of the Company since the Merger in 2005. Mr. Sullivan served as a director of Entegris Minnesota from December 2003 until the Merger with the Company. Mr. Sullivan is currently Chair and CEO of Celcuity Inc., a biotechnology company he co-founded in 2012. Mr. Sullivan was Chair and CEO of SterilMed, Inc. from 2003 until he retired from that company in 2011 in conjunction with its sale to Johnson & Johnson. Mr. Sullivan co-founded Recovery Engineering, Inc. in 1986, and was Chair and Chief Executive Officer until it was sold in 1999 to Proctor & Gamble Co. Mr. Sullivan served as a member of the board of directors of Virtual Radiologic Corporation from 2008 until that company was sold in 2010, and serves as a director of several private companies and non-profit organizations. Mr. Sullivan holds an A.B. degree from Harvard University.

The Board of Directors has concluded that by reason of his extensive and varied business and management experience and his experience as Chief Executive Officer of three diverse businesses and by reason of his sixteen years of experience as a director of both Entegris Minnesota and the Company, Mr. Sullivan should serve as a director of the Company.

**THE BOARD OF DIRECTORS RECOMMENDS THAT THE
STOCKHOLDERS VOTE FOR THE ABOVE NOMINEES**

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CORPORATE GOVERNANCE

Entegris Board of Directors believes that adherence to good corporate governance principles is essential to running our business efficiently, to maintaining our integrity in the marketplace and to ensuring that the Company is managed for the long-term benefit of its stockholders. The Board recognizes that maintaining and ensuring good corporate governance is a continuous process. To this end, our Board of Directors has adopted the Entegris, Inc. Corporate Governance Guidelines, the Entegris, Inc. Code of Business Ethics (which is applicable to all employees, including executive officers, as well as to directors to the extent relevant to their service as directors) and a charter for each committee of the Board. The Corporate Governance Guidelines, the Code of Business Ethics and the Charters of the Audit & Finance Committee, the Management Development & Compensation Committee and the Governance & Nominating Committee, as amended from time to time, are available on the Company's website at <http://www.Entegris.com> under Investors Corporate Governance and will be provided in printed form to any stockholder who requests them from us.

Director Independence

The Company's Corporate Governance Guidelines provide that a substantial majority of the directors shall be independent. Currently, with the exception of our Chief Executive Officer, our Board of Directors is comprised entirely of independent directors. The Board has determined that each of Michael A. Bradley, R. Nicholas Burns, James F. Gentilcore, James P. Lederer, Paul L. H. Olson, Azita Saleki-Gerhardt and Brian F. Sullivan are independent as determined under the NASDAQ Stock Market, Inc. Marketplace Rules. The Entegris, Inc. Corporate Governance Guidelines also provide that there will be an executive session, comprised exclusively of independent directors, at each regularly scheduled Board of Directors meeting.

Board Leadership Structure

Our Board of Directors has adopted a structure whereby the Chairman of the Board is an independent director. We believe that having a Chairman independent of management provides strong leadership for the Board and helps ensure critical and independent thinking with respect to the Company's strategy and performance. Our Chief Executive Officer is also a member of the Board of Directors as the management representative on the Board. We believe this is important to make information and insight concerning the Company's business directly available to the directors in their deliberations. Our Board believes that having separate positions, with an independent non-executive director serving as Chairman, is the appropriate leadership structure for our Company at this time and demonstrates our commitment to good corporate governance.

Our Chairman of the Board is responsible for the smooth functioning of our Board of Directors, enhancing its effectiveness by guiding Board processes and presiding at Board meetings and executive sessions of the independent directors. Our Chairman also presides at stockholder meetings and ensures that directors receive appropriate information from our Company to fulfill their responsibilities. Our Chairman is an *ex officio* member of each standing Board committee, providing guidance and, like all directors, taking an active role in evaluating our executive officers. Our Chairman also acts as a liaison between our Board and our executive management, promoting clear and open communication between management and the Board.

Board of Directors Role in Risk Oversight

Our Board of Directors has responsibility for the oversight of risk management. Our Board, either as a whole or through its committees, regularly discusses with management our major risk exposures, their potential impact on our Company and the steps we take to manage them. While our Board is ultimately responsible for risk oversight at our Company, our Board standing committees assist the Board in fulfilling its oversight

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responsibilities in certain areas of risk. In particular, our Audit & Finance Committee focuses on financial risk, including internal controls, and receives periodic risk assessment reports from our Internal Audit Department. Our Governance & Nominating Committee focuses on the management of risks associated with Board organization, membership and structure, succession planning for our directors and corporate governance. Finally, our Management Development & Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to the management of risks arising from our compensation policies and programs, and related to succession planning for our executive officers.

Risk Assessment with Respect to Compensation Policies and Practices

At its December 2018 meeting, the Management Development and Compensation Committee (the Compensation Committee) reviewed the various design elements of our compensation program to determine whether any of its aspects encourage excessive or inappropriate risk-taking. The scope of this review included aspects of executive compensation, as well as consideration of the items of our compensation policies and practices that affect all employees. In general, the process used by the Compensation Committee to complete its risk evaluation was as follows:

The Compensation Committee identified the compensation related risk that the Company may face;

The Compensation Committee identified the material design elements of our compensation policies and practices with respect to all employees; and

The Compensation Committee then evaluated whether there is a relationship between any of those design elements and any of our most significant risks. More specifically, the Compensation Committee evaluated whether any of the design elements of our compensation policies and practices encourage our employees to take excessive or inappropriate risks that are reasonably likely to have a material adverse impact on us.

The result of the Compensation Committee's evaluation was a conclusion that our compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on us. More specifically, the Compensation Committee concluded that our compensation program is designed to encourage employees to take actions and pursue strategies that support our best interests and the best interests of our stockholders, without promoting excessive or inappropriate risk.

The design elements of our program (which are described in detail in the Compensation Discussion and Analysis section below) do not include unusual or problematic compensatory schemes that have been linked to excessive risk-taking. Furthermore, the design elements of our compensation program that directly tie compensatory rewards to our performance include various counter-balances designed to offset potentially excessive or inappropriate risk-taking. For example, there is a balance between the fixed components of the program and the performance-based components.

Similarly, with respect to the performance-based components, there is a balance between annual and longer-term incentives. Thus, the overall program is not too heavily weighted towards incentive compensation, in general, or short-term incentive compensation, in particular. The financial incentives are not based simply upon revenue. Rather, they are tied to performance metrics such as EBITA as a percentage of revenue, which more closely align the interests of management with the interests of our stockholders. The performance metrics for incentive payments are established annually and reflect goals that are a stretch, but not so high that they require performance outside of what the Compensation Committee believes is reasonable for us or could motivate management to take actions in which we assume unreasonable levels of risk. In addition, there are caps on how much performance-based compensation may be earned in a particular performance period and the Board of Directors has adopted a policy for clawback of performance-based compensation that was paid out in the event of an accounting restatement resulting from material noncompliance with financial reporting requirements under the

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federal securities laws. Furthermore, the Company maintains stock ownership guidelines for its executive officers, including the named executive officers, in order to assure the continuation of the close alignment of the interests of those executive officers with those of Entegris stockholders. The Compensation Committee also maintains an ongoing dialogue with our management to track progress on performance-based goals in order to foresee and avoid any excessive or inappropriate risk-taking that may otherwise be driven by a desire to maximize performance-based compensation.

Related Party Transactions

The Board of Directors has adopted a policy that prohibits any business transaction with a value of \$60,000 or more between Entegris and our directors, nominees for director and executive officers or their immediate families. In addition, as part of our annual disclosure documentation process we circulate questionnaires to our directors, nominees for director and our executive officers requiring information as to any business transaction with a value of \$60,000 or greater between Entegris and those persons or a member of his or her immediate family. The answers to these questionnaires are reviewed for compliance with this policy by management and discussed with the Audit & Finance Committee and our independent registered public accounting firm. Since January 1, 2018, there has been no such business transaction between Entegris and any director, nominee or executive officer or member of their immediate family.

Majority Voting for Directors

On December 17, 2008, the Company's Board of Directors approved amendments to the Company's By-Laws and to its Corporate Governance Guidelines to implement a change in the vote required to elect directors in uncontested elections of directors from a plurality-voting standard to a majority-voting standard. This change was effective as of the date of adoption.

These amendments to the By-Laws provide that a director nominee will be elected in an uncontested director election only if the number of votes cast for the nominee exceeds the number of votes cast against the nominee. Directors are elected by a plurality vote at any contested election, which is defined as an election where the number of nominees exceeds the number of directorships to be filled. These amendments to the By-Laws also prohibit the Board from nominating for election (or filling a vacancy or newly created directorship with) any candidate who has not agreed in advance to submit an irrevocable resignation that would take effect upon (a) the failure to receive the required majority vote for reelection in the next election, and (b) the Board's acceptance of such resignation. These amendments to the By-Laws impose a similar requirement on director candidates nominated by stockholders. All nominees for election as director listed above have agreed to tender such a resignation.

If an incumbent director does not receive the required vote for reelection, the Governance & Nominating Committee of the Board will make a recommendation to the Board as to whether to accept the director's resignation; the Board will consider this recommendation and determine, within 90 days after certification of the election results, whether to accept the director's resignation and will promptly disclose its decision (including the reasons underlying the decision) in a filing with the Securities and Exchange Commission (the "SEC").

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Board and Committee Meetings

The Board of Directors has a standing Audit & Finance Committee, Management Development & Compensation Committee and Governance & Nominating Committee, each of which is described in more detail below. The current members of each of the committees of the Board of Directors are as follows:

	AUDIT AND FINANCE COMMITTEE	MANAGEMENT DEVELOPMENT & COMPENSATION COMMITTEE	GOVERNANCE AND NOMINATING COMMITTEE
Paul L. H. Olson			
Bertrand Loy			
Michael A. Bradley			
R. Nicholas Burns			
James F. Gentilcore			
James P. Lederer			
Azita Saleki-Gerhardt			
Brian F. Sullivan			

= Chairperson = Member = Chairman of the Board = Independent Director

The Board of Directors has a standing Audit & Finance Committee, which provides the opportunity for direct contact between the Company's independent registered public accounting firm and the directors. As noted above, the Board has adopted a written charter for the Audit & Finance Committee, a copy of which is posted on the Company's web site <http://www.Entegris.com> under Investors Corporate Governance. The responsibilities of the Audit & Finance Committee include selection, appointment, compensation and oversight of the Company's independent registered public accounting firm as well as reviewing the scope and results of audits and reviewing the Company's internal accounting control policies and procedures. The Audit & Finance Committee held seven meetings during 2018. Each of the members of the Audit & Finance Committee has been determined by the Board of Directors to be independent as defined under the NASDAQ Stock Market, Inc. Marketplace Rules and to comply with the independence requirements contemplated by Rule 10A-3 under the Securities Exchange Act of 1934. The Board of Directors has determined that each of the members of the Audit & Finance Committee possess the attributes of an audit committee financial expert as that term is defined in the rules of the SEC.

The Board of Directors also has a standing Management Development & Compensation Committee, which reviews executive compensation and management development programs and provides recommendations to the Board regarding Entegris' compensation programs. The Board of Directors has adopted a written charter for the Management Development & Compensation Committee, a copy of which is posted on the Company's web site <http://www.Entegris.com> under Investors Corporate Governance. The responsibilities of the Management Development & Compensation Committee include determining the compensation of the named executive officers and the compensation policies impacting other executive officers, reviewing and recommending changes to equity incentive and other employee benefit plans, reviewing the administration of such plans, reviewing the Company's management development programs and strategies and reviewing and recommending annual compensation for the Board. The Management Development & Compensation Committee held five meetings during 2018. The charter for the Management Development & Compensation Committee does not authorize the delegation of these responsibilities. Each of the members of the Management Development & Compensation Committee has been determined by the Board of Directors to be independent as defined under the NASDAQ Stock Market, Inc. Marketplace Rules.

The Board of Directors has a standing Governance & Nominating Committee, which provides recommendations to the Board regarding Entegris corporate governance and corporate responsibility programs

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and recommends nominees to be elected to the board of directors. The Board of Directors has adopted a written charter for the Governance & Nominating Committee, a copy of which is posted on the Company's web site <http://www.Entegris.com> under Investors Corporate Governance . The responsibilities of the Governance & Nominating Committee include the periodic review of corporate governance guidelines and matters related to corporate responsibility, review of matters relating to the size, composition, required skills and structure of the Board of Directors and committees thereof, the review and evaluation of potential candidates for nomination to the Board, recommendation to the Board of a slate of nominees for election as directors each year and the determination to accept or reject resignations of directors who fail to receive a majority vote for their re-election to the Board as described above. The Governance & Nominating Committee held two meetings during 2018. Each of the members of the Governance & Nominating Committee has been determined by the Board of Directors to be independent as defined under the NASDAQ Stock Market, Inc. Marketplace Rules.

The Board of Directors held seven meetings during 2018. Each current director attended at least 75% of the aggregate number of meetings of the Board of Directors and of any committee on which he or she served that was held during the period for which he or she was a director or member of any such committee.

Director Nomination Process

The Governance & Nominating Committee is responsible for managing the process for nomination of new directors. The committee may identify potential candidates for first-time nomination as a director using a variety of sources recommendations from our management, current directors, stockholders or contacts in communities served by Entegris, or by conducting a formal search using an outside search firm selected and engaged by the Governance & Nominating Committee. Following the identification of a potential director-nominee, the Governance & Nominating Committee commences an inquiry to obtain sufficient information concerning the background of a potential new director-nominee. Included in this inquiry is an initial review of the candidate with respect to the following factors: (1) whether the individual meets the minimum qualifications for first-time director nominees specified in the Corporate Governance Guidelines; (2) whether the individual would be considered independent under applicable rules of NASDAQ and the SEC; and (3) whether the individual would meet any additional requirements imposed by law or regulation on the members of the Audit & Finance Committee and/or the Management Development & Compensation Committee of the Board.