

ENTEGRIS INC  
Form DEF 14A  
April 14, 2017  
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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)

Payment of Filing Fee (Check the appropriate box):



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(4) Date Filed:

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**ENTEGRIS, INC.**

**129 Concord Road**

**Billerica, Massachusetts 01821**

**NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS**

**To Be Held on May 24, 2017**

The 2017 Annual Meeting of Stockholders of Entegris, Inc. will be held at the Company's headquarters at 129 Concord Road, Billerica, Massachusetts on Wednesday, May 24, 2017, 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 2018 Annual Meeting of Stockholders.
  2. To ratify the appointment of KPMG LLP as Entegris' independent registered public accounting firm for 2017.
  3. To approve, on an advisory basis, the Company's Executive Compensation.
  4. To provide an advisory vote on the frequency of the advisory vote on Executive Compensation.
  5. To amend and restate the Amended and Restated Entegris Incentive Plan (the "EIP").
  6. 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 April 7, 2017 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,

Sue Lee

*Senior Vice President, General Counsel & Secretary*

Dated: April 14, 2017

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 2017 Annual Meeting of Stockholders to be Held on May 24, 2017** 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 2017 Annual Meeting of Stockholders**

**To Be Held on May 24, 2017**

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 2017 Annual Meeting of Stockholders to be held at the Company's headquarters at 129 Concord Road, Billerica, Massachusetts on Wednesday, May 24, 2017 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](http://investor.Entegris.com/contactus.cfm) or via email at [irelations@entegris.com](mailto:irelations@entegris.com). This proxy statement, the foregoing Notice of Annual Meeting of Stockholders, the enclosed form of proxy and the Company's 2016 Annual Report on Form 10-K are first being mailed or given to stockholders on or about April 14, 2017.

**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 2017 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 2017 Annual Meeting. In addition, the proxy confers discretionary authority to vote on any other matter properly presented at the 2017 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 2017 Annual Meeting was the close of business on April 7, 2017 (the "Record Date" ). On the Record Date, there were 141,704,104 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, except as set forth in Proposal 5.

**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.

**Nominees for Election**

Set forth below are the name and age of each nominee for election as a director, his principal occupation and the year of his first election as a director of Entegris or a predecessor public corporation. Marvin D. Burkett, elected to the Board of Directors in 2010, will not stand for re-election. The Board thanks Mr. Burkett for his service.

<b>Name of Nominee</b>	<b>Age</b>	<b>Principal Occupation</b>	<b>Director Since*</b>
Michael A. Bradley	68	Retired Chief Executive Officer, Teradyne, Inc.	2001
R. Nicholas Burns	61	Professor of The Practice of Diplomacy and International Politics, Kennedy School, Harvard University	2011
Daniel W. Christman	73	Independent Business Consultant	2001
James F. Gentilcore	64	President & Chief Executive Officer, PQ Corporation	2013
James P. Lederer	56	Retired Executive Vice President, Qualcomm, Inc.	2015
Bertrand Loy	51	President & Chief Executive Officer, Entegris, Inc.	2012
Paul L.H. Olson	66	Chairman of the Board, Retired Executive	2003
Brian F. Sullivan	55	Chairman & CEO, Celcuity LLC	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 Messrs. Bradley and Christman. 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 2017 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 he serves or has 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.

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*Michael A. Bradley* served as a director of Mykrolis and as Chairman of the Audit & Finance Committee of the Mykrolis Board of Directors from 2001 until the Merger. Mr. Bradley has been a director of the Company since the Merger. He served as Chairman of the Audit & Finance Committee of the Company's Board of Directors from the date of the Merger until June 2006 and as a member of that committee until May 2008 when he joined the Management Development & Compensation Committee of the Company's Board of Directors, serving as Chairman of that Committee from 2011 until 2015. From 2004 until his retirement in February 2014 he served as the Chief Executive Officer and a director 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. Mr. Bradley has served as a director of Avnet, Inc. (global distributor of electronic components and computer products) since November 2012. He received his A.B. degree from Amherst College and an M.B.A. from the Harvard Business School.

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 sixteen 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 and has served on the Governance & Nominating Committee, assuming the position of Chairman of that Committee in 2016, and, since 2015, on the Management Development & Compensation Committee. 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 of his expertise in world affairs, Mr. Burns should serve as a director of the Company.

*Daniel W. Christman* served as a director of Mykrolis and as a member of the Audit & Finance Committee of the Mykrolis Board of Directors from 2001 until the Merger. From February 2003 through 2004 he was designated as the Presiding Director of the Mykrolis Board of Directors. Since the Merger he served as a director of the Company and as a member of the Audit & Finance Committee until 2011; he served as Chairman of the Audit and Finance Committee from 2009 until 2011. Since May 2008 Mr. Christman has served on the Governance & Nominating Committee and assumed the role of the Chairman of that committee in 2011 until 2016. From 2003 until 2009 he served as Senior Vice President, International Affairs of the U.S. Chamber of Commerce and since 2009 he has served as Senior Counselor to that organization. In 2001 he retired in the grade of Lieutenant General after a career in the United States Army that spanned more than 36 years. Immediately prior to his retirement, General Christman served as the Superintendent of the United States Military Academy at West Point since 1996. From 1994 until 1996, General Christman served as Assistant to the Chairman of the Joint Chiefs of Staff of the United States. General Christman's key command positions have also included the U.S. Army's Engineer School in the early 1990s, and the U.S. Army Corps of Engineer District in Savannah, Georgia. General Christman also served in President Ford's administration as a member of the National Security Council staff, where he shared responsibility for strategic arms control. He currently serves as a director of Teradyne, Inc., a global supplier of automatic test systems and equipment for semiconductor, military/aerospace, data storage and automotive applications. General Christman is a graduate of the United States Military Academy



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at West Point, where he also was an Assistant Professor of Economics. General Christman holds an MPA degree in public affairs and an MSE degree in civil engineering from Princeton University and a Juris Doctor degree from The George Washington University Law School.

The Board of Directors has concluded that by reason of his extensive graduate education, his responsibilities as a General Officer in the U.S. Army, his experience with international business issues with the U.S. Chamber of Commerce and by reason of his sixteen years of experience as a director of both Mykrolis and the Company, General Christman should serve as a director of the Company.

*James F. Gentilcore* was elected to the Board of Directors in December 2013 and since then has served on the Audit & Finance Committee and on the Management Development & Compensation Committee, assuming the position of Chairman of that Committee in 2015. Mr. Gentilcore is currently the President and Chief Executive Officer, and a director of PQ Corporation, a Performance Chemicals and Services Company. From April 2014 until July 2016, Mr. Gentilcore served as an Executive Advisor to CCMP Capital, a global private equity firm. He served as the Chief Executive Officer of Edwards Group Limited, a global industrial technology company, from March 2013 until January 2014 when Edwards Group was acquired by Atlas Copco AB. Prior to March 2013, Mr. Gentilcore was on the Edward's board of directors since December 2007. 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 leader in supply chain automation for the book publishing industry. Prior to that, he was the Chief Executive Officer of Helix Technology Corporation, and led its strategic merger with Brooks Automation Inc. in 2005. His global experience includes several Asian based joint ventures and acquisitions and many U.S. based technology acquisitions. He has significant experience in growing technology 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. He has served as a director of KMG Chemicals, Inc., until December 2016, and continues to serve as a director of Milacron Holdings Corp., a global leader in the plastic technology and processing industry. 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 semiconductor industry, of his experience as chief executive officer of two major companies serving the semiconductor industry and of 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 and serves on the Audit & Finance Committee, assuming the position of Chairman of that Committee in 2016, as well as on the Management Development & Compensation Committee. 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; 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. 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 twenty years of experience in the semiconductor industry and of 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

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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. He has served as the independent Chairman of the Board of the Company since May 2011. He served as lead director of Entegris Minnesota and as Chairman of the Governance Committee of the Entegris Minnesota board of directors from March 2003 until the Merger with the Company and as the Chairman of the Governance and Nominating Committee of the Company's Board of Directors until 2011. 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 Chairman of the Finance Committee), Recombinetics, Inc. 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 of his experience as chief executive officer of two different software companies and by reason of his fourteen years of experience as a director of both Entegris Minnesota and the Company, Mr. Olson should serve as a director of the Company.

*Brian F. Sullivan* has served as a director of the Company since the Merger in 2005. He served as a director of Entegris Minnesota and as a member of its Compensation and Stock Option Committee from December 2003 until the Merger with the Company; and served as a member of the Management Development & Compensation Committee of the Company from the Merger until May 2008 at which time he joined the Audit & Finance Committee. Mr. Sullivan is currently Chairman and CEO of Celcuity LLC, a biotechnology company he co-founded in 2012. Mr. Sullivan was Chairman and CEO of SterilMed, Inc. from 2002 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 Chairman 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.

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The Board of Directors has concluded that by reason of his extensive and varied business and management experience and of his experience as chief executive officer of two diverse businesses and by reason of his fourteen 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 the Chief Executive Officer, our Board of Directors is comprised entirely of independent directors. The Board has determined that each of Messrs. Bradley, Burkett, Burns, Christman, Gentilcore, Lederer, Olson and Sullivan is 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 responsibilities in certain

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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.

### **Related Party Transactions; Anti-Hedging Policy**

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, 2016, there has been no such business transaction between Entegris and any director, nominee or executive officer or member of their immediate family. In addition, during 2014 the Board of Directors adopted a policy against hedging, pledging and speculative transactions in the Company's stock. This policy covers directors, Executive Officers, employees and consultants and prohibits, directly or indirectly engaging in any hedging or monetization transactions with respect to the Company's securities; pledging, hypothecating, or otherwise encumbering shares of the Company's common stock or other equity securities as collateral for indebtedness, or engaging in short-term or speculative transactions in the Company's securities including *short-term trading* where the Company's securities are sold within six months following the purchase (or vice versa) and *short sales* of the Company's securities (*i.e.*, the sale of a security that the seller does not own).

### **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.

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**Board and Committee Meetings**

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 2016. The current members of the Audit & Finance Committee are James P. Lederer, Chairman, Marvin D. Burkett, James F. Gentilcore, and Brian F. Sullivan, each of whom 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 James P. Lederer, the Chairman of the Audit & Finance Committee, and Audit and Finance Committee members James F. Gentilcore, Marvin D. Burkett and Brian F. Sullivan each possess the attributes of an audit committee financial expert as that term is defined in the rules of the Securities and Exchange Commission.

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 six meetings during 2016. The charter for the Management Development & Compensation Committee does not authorize the delegation of these responsibilities. The current members of the Management Development & Compensation Committee are James F. Gentilcore, Chairman, Michael A. Bradley, R. Nicholas Burns and James P. Lederer, each of whom 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 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 2016. The current members of the Governance & Nominating Committee are R. Nicholas Burns, Chairman, Michael A. Bradley, Daniel W. Christman and Brian F. Sullivan, each of whom 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 2016. Each of Messrs. Bradley, Burkett, Burns, Christman, Gentilcore, Lederer, Loy, Olson and Sullivan attended at least 75% of the aggregate number of meetings of the Board of Directors and of any committee on which he served that was held during the period for which he was a director or member of any such committee.

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**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 Securities and Exchange Commission; 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.

The Governance & Nominating Committee evaluates candidates for director nominees in the context of the current composition of the Board taking into account all factors it considers appropriate, including but not limited to, the characteristics of independence, skills, experience, availability for service to Entegris, tenure of incumbent directors on the Board and the anticipated needs of the Board of Directors. The Governance & Nominating Committee believes that, the assessment of potential nominees to be recommended by the Governance & Nominating Committee, should include consideration of the following factors: (i) a position capable of making, or a record of, valuable contributions to the business community, (ii) personal qualities of leadership, character, judgment and a reputation in the community at large of integrity, trust, respect, competence and adherence to the highest ethical standards, (iii) experience in the semiconductor/microelectronics industry or in other industries in which the Company operates; (iv) whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at all meetings; (v) candor and willingness to operate on a team and to seek consensus; and (vi) relevant knowledge and diversity of background and experience in such things as business, manufacturing, technology, finance and accounting, marketing, international business, government and the like. While the Board of Directors does not have a formal policy with respect to diversity, the Board and the Governance & Nominating Committee each believe that it is desirable that the Board members represent diverse viewpoints, with a range of experiences, professions, skills, geographic representation and backgrounds that provide a sufficient mix of perspectives to allow the Board to best fulfill its responsibilities to the Company's stockholders. In addition, at least one member of the Board should have accounting or related financial management expertise, as determined in the business judgment of the Board. The Governance & Nominating Committee will consider potential nominees recommended by our stockholders for the Committee's consideration taking into account the same considerations as are taken into account for other potential nominees. Stockholders may recommend candidates by writing to the Chairman, Governance & Nominating Committee in care of the Company's Senior Vice President, General Counsel & Secretary at Entegris, Inc., 129 Concord Road, Billerica, MA 01821. Our By-Laws provide for additional procedures and requirements for stockholders wishing to nominate a director for election as part of the official business to be conducted at an annual stockholders meeting, as described further under "Stockholder Proposals and Nominees for 2018 Annual Meeting" below. In addition, as noted above, our By-Laws require that all nominees, as a condition to being nominated, agree to submit an irrevocable resignation that would take effect upon (a) the failure to receive the required vote for reelection in the next election, and (b) the Board's acceptance of such resignation.

**Communications with the Independent Directors**

Stockholders and other interested parties may communicate directly with a member or members of the Board of Directors or the non-management directors either individually or as a group by addressing their correspondence to the director or directors, c/o our Senior Vice President, General Counsel & Secretary, at the

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address listed above, with a request to forward the same to the intended recipient. All such communications will be reviewed by the Company's Senior Vice President, General Counsel & Secretary and if they are relevant to the Company's operations, policies and philosophies, they will be forwarded to the Chairman of the Board (Mr. Olson). The Chairman of the Board will provide to the directors copies or summaries of any such stockholder communications as he considers appropriate.

**Director Attendance at Annual Meetings**

Members of the Board of Directors are encouraged to attend Annual Meetings of Stockholders. All current directors then in office attended the 2016 Annual Meeting of Stockholders.

**Director Compensation**

The Board of Directors has adopted the following compensation arrangements for non-employee directors: an annual cash retainer of \$75,000. Committee chairmen receive an annual fee of: \$10,000 for the Chairman of the Governance and Nominating Committee, \$20,000 for the Chairman of the Audit & Finance Committee and \$15,000 for the Chairman of the Management Development & Compensation Committee. Non-employee directors are also entitled to an annual equity award of \$125,000 worth of restricted stock units valued on the date of each Annual Meeting with restrictions lapsing on the earlier of the date of the next Annual Meeting or the first anniversary of the award date. In addition, non-employee directors are reimbursed for their out-of-pocket expenses incurred in connection with services as a director. The Entegris Board of Directors adopted the following compensation arrangement for the independent Chairman of the Board (Mr. Olson): the above specified annual cash retainer plus an annual chairman's cash retainer of \$40,000. All of the foregoing fees are based on a June through May fiscal period and are paid quarterly in advance. Mr. Loy receives no compensation for his service as a director.

***Fiscal Year 2016 Director Summary Compensation Table***

The table below summarizes the compensation paid by the Company to directors for the fiscal year ended December 31, 2016.

(a) Name <sup>(1)</sup>	(b) Fees Earned or Paid in Cash (\$)	(c) Stock Awards (\$) <sup>(2)</sup>	(d) Option Awards (\$) <sup>(3)</sup>	(e) All Other Compensation (\$)	(f) Total (\$)
Michael A. Bradley	\$ 75,000	\$ 124,997	\$	\$	\$ 199,997
Marvin D. Burkett	\$ 80,000	\$ 124,997	\$	\$	\$ 204,997
R. Nicholas Burns	\$ 82,500	\$ 124,997	\$	\$	\$ 207,497
Daniel W. Christman	\$ 77,500	\$ 124,997	\$	\$	\$ 202,497
James F. Gentilcore	\$ 90,000	\$ 124,997	\$	\$	\$ 214,997
James P. Lederer	\$ 90,000	\$ 124,997	\$	\$	\$ 214,997
Paul L. H. Olson	\$ 115,000	\$ 124,997	\$	\$	\$ 239,997
Brian F. Sullivan	\$ 75,000	\$ 124,997	\$	\$	\$ 199,997

- (1) Bertrand Loy, the Company's President and Chief Executive Officer, is not included in this table since he is an employee of the Company, and receives no compensation for his services as a director and is included in the Summary Compensation Table under Compensation of Executive Officers below.
- (2) Reflects the aggregate grant date fair value of awards of restricted stock units to each director during 2016, calculated in accordance with FASB ASC Topic 718. As of December 31, 2016, each director held 9,735 outstanding restricted stock units.
- (3) As of December 31, 2016 the following directors held the indicated number of outstanding stock options: Mr. Burkett 15,000 and Mr. Burns 15,000. No other directors hold outstanding stock options.



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**Stock Ownership Guidelines for Directors**

During 2016, the Board of Directors maintained stock ownership guidelines for directors in order to assure the close alignment of director interests with those of Entegris stockholders. This alignment is a critical objective of the equity awards discussed above. Under these guidelines each director shall be required to hold Entegris Common Stock with a value equal to three (3) times the annual cash retainer in effect at the time of each annual determination. Determination of compliance with this guideline shall be made on January 15<sup>th</sup> of each year. Compliance with this guideline will be calculated based on the average of the prior calendar year's month end closing prices on the NASDAQ for Entegris, Inc. Common Stock. Shares of Entegris, Inc. Common Stock that are owned by a director outright as well as vested deferred shares/units count towards compliance with this guideline. Directors have five (5) years following their initial election to the Entegris Board of Directors or the date on which the Stock Ownership Guidelines were adopted to achieve the minimum holding required by the guidelines. As of January 15, 2017, all directors were in compliance with the stock ownership guideline policy or were within the five-year compliance grace period.

**COMPENSATION OF EXECUTIVE OFFICERS**

Set forth below is summary information concerning certain compensation earned, paid or awarded during fiscal years 2016, 2015 and 2014 by the Company to our chief executive officer, our chief financial officer and to the three other most highly compensated executive officers who were serving as executive officers at the end of fiscal 2016 and two individuals for whom disclosure would have been required but for the fact that such individual was not serving as an executive officer at the end of fiscal 2016. Throughout this proxy statement we refer to these individuals collectively as the named executive officers.

**COMPENSATION DISCUSSION AND ANALYSIS**

***Objectives of Executive Compensation Policies***

The Entegris executive compensation policies are designed so that: **(i)** total compensation is tied to individual performance, **(ii)** total compensation will vary with the Company's performance in achieving financial and other strategic objectives, and **(iii)** long-term incentive compensation is closely aligned with stockholders' interests. Further, the Entegris executive compensation policies provide that the proportion of variable compensation increases as an employee's level of responsibility increases so that compensation for senior executives is aligned with the Company's performance. For these reasons, the Entegris executive compensation policies prioritize: pay-for-performance, competitive compensation, employee retention and alignment with stockholders' interests. The overall objectives of the executive compensation policies are to:

attract, retain, motivate and reward high-caliber executives;

foster teamwork and support the achievement of Entegris' financial and strategic goals through performance based financial incentives;

promote the achievement of strategic objectives which lead to long-term growth in stockholder value;

encourage strong financial performance by establishing competitive goals for target performance and leveraging incentive programs through stock-based compensation; and

align the interests of executive officers with those of Entegris and its stockholders by making incentive compensation dependent upon Company performance.

For 2016, the Management Development & Compensation Committee of the Board (the Committee), which is comprised solely of independent non-employee directors, as described under Corporate Governance above, retained the services of the independent compensation advisory firm Frederic W. Cook & Co., Inc.



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( FW Cook ) to assist with the review and evaluation of the Company’s compensation policies and to suggest new or alternative compensation arrangements where appropriate. The use of an independent consultant provides additional assurance that our programs are reasonable and consistent with the Company’s objectives. The Committee selected FW Cook based on its national reputation as an expert in compensation practices, its industry knowledge, and its familiarity with the Company and its past compensation practices. FW Cook reports to and takes direction from the Committee; assignment of projects by management to FW Cook requires the prior approval of the Committee. During 2016 FW Cook performed services primarily for the Committee under its direction and performed only incidental consulting services for Entegris.

In addition, in establishing its compensation policies for a given year, the Committee will evaluate the results from the most recent shareholder advisory vote on compensation to consider any implications of such advisory vote for the Committee’s compensation policies and determine whether any changes are appropriate. At the 2016 Annual Meeting of Stockholders approximately 92% of the votes cast with respect to the advisory vote on executive compensation voted to approve the compensation paid in 2015 to the named executive officers. The Committee determined that no significant change in its compensation policies should be recommended to the Board as a result of this advisory vote.

***Evaluation of Compensation against External Data***

In the design of the 2016 compensation programs the Committee evaluated each element of target total direct compensation (the sum of base salary, target annual incentive and grant date present value of long-term incentives) as well as total compensation against corresponding compensation data from comparable companies collected by FW Cook. The Committee compared the Company’s compensation practices and target compensation levels to that provided to executives among a group of companies that were evaluated by FW Cook and the Committee as being comparable to Entegris. In 2014, the Committee worked with FW Cook to perform a comprehensive review of the peer group and to make changes to ensure that the peer group fairly represents Entegris’ size and scope of operations following the ATMI acquisition. In 2015, the Committee, working with FW Cook, further reviewed and revised the peer group in light of on-going mergers and acquisition activity and in order to align the size of the peers with the Company, removing Skyworks Solutions, Inc. as it fell outside the peer size range. The revised 20 company peer group shown below was approved by the Committee to inform its decisions with respect to target total direct compensation levels for 2016:

Advanced Energy Industries, Inc.	FLIR Systems, Inc.	Newport Corporation
CLARCOR Inc.	Graco Inc.	OmniVision Technologies, Inc.
Coherent, Inc.	GrafTech International Ltd.	Polypore International, Inc.
Cree, Inc.	Intersil Corporation	Teradyne, Inc.
Diodes Incorporated	International Rectifier Corporation	TTM Technologies, Inc.
Fairchild Semiconductor	Microsemi Corporation	Watts Water Technologies, Inc.
FEI Company	MKS Instruments, Inc.	

This group has been designed so that the Company’s size relative to the foregoing peer companies approximates the median in terms of pro forma revenue, operating income and market capitalization because these are the metrics that most strongly correlate to market target compensation levels. In addition, these peer companies participate in similar or related industries to the Company.

Information concerning the compensation practices of these companies was drawn from their proxy statements. The Committee annually reviews the peer group, with the assistance of FW Cook to assure that the companies included continue to be as closely comparable to the Company as reasonably possible.

FW Cook supplemented this data with compensation survey data from technology companies and a broader, general industry compensation survey to develop a composite market perspective on competitive pay levels. As a

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general matter, the Committee intends to set target total direct compensation for the named executive officers at the market median with deviations as appropriate for individual executives to reflect factors such as tenure, performance and criticality to the Company.

Based upon the Committee’s review of the compensation arrangements discussed below, the compensation levels of the above peer companies, general market pay practices for executives and its assessments of individual and corporate performance, the Company and the Committee believe that the value and design of the Company’s executive compensation policies for 2016 were appropriate. While executive officers, principally the Senior Vice President for Human Resources, worked closely with the Committee and with FW Cook, to design Entegris compensation programs for 2016, the Committee ultimately decides which policies to adopt and directs and approves the design of all compensation programs as well as the specific compensation paid to each of the named executive officers other than the Chief Executive Officer; discussions concerning CEO compensation are between FW Cook and the Committee without executive officer involvement.

***Elements of Compensation***

The 2016 Entegris compensation program for senior executives, including the named executive officers listed in the Summary Compensation Table below, consisted of a number of elements which are summarized in the following table:

<b>Compensation Element</b>	<b>Description and Purpose of the Compensation Element</b>	<b>Fiscal 2016 Commentary</b>
<b>Base Salary</b>	Rewards core competence in the executive role relative to required skills, experience and contributions to the Company with fixed compensation generally targeted at the median level, based on competitive market practice. Please see the discussion at Base Salary below.	The Company awarded an increase to the base salary of the named executive officers during fiscal 2016 to bring their base salaries into general alignment with the median level for the analogous position at companies in the revised peer group described above and with market data.
<b>Short-Term Incentive Compensation (Entegris Incentive Plan)</b>	Rewards achievement of Company financial performance criteria to: <ul style="list-style-type: none"> <li>Incentivize the achievement of annual financial performance metrics that will drive our long-term success; and</li> <li>Incentivize achievement of pre-established business objectives.</li> </ul>	In 2016, EIP awards were again based on the Company’s performance with respect to EBITA as a percentage of revenue (weighted at 75%) and on the achievement of specified 2016 key business objectives (weighted at 25%). During 2016, the Company’s performance exceeded the target level for the EBITA metric and met some of the key business objectives qualifying for a combined weighted-average award at 109% of target. This compared with the 2015 payout of 83.7% of target.

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Compensation Element	Description and Purpose of the Compensation Element	Fiscal 2016 Commentary
<b>Long-Term Incentive Compensation</b>	<p>The Company awards time vested stock options and restricted stock units to its executive officers. Both types of award vest ratably over 4 years. The Company split the normal stock option award into two portions, one of stock options and one of performance share units that provide the opportunity to earn shares of the Company based on the Company's total shareholder return as compared with the total shareholder return achieved by the companies that comprise the Philadelphia Semiconductor Index over a three-year period. As a result, a significant portion of an executive officer's target total direct compensation is dependent on the Company's performance. Approximately 56% of the Chief Executive Officer's target compensation and approximately 49% of the target compensation of the other named executive officers is at risk, being dependent on the Company's performance. The purposes for long-term incentive awards are to:</p> <ul style="list-style-type: none"> <li>Promote executive ownership of our stock;</li> <li>Promote retention of executives in a normally competitive labor market over the longer term;</li> <li>Encourage management focus on critical performance metrics creating value for stockholders; and</li> <li>Align the program with peer group and market practices, where appropriate.</li> </ul>	<p>No changes to the long-term incentive award type use and mix were made for 2016. Named executive officer grants were delivered in stock options (weighted 30% on a value basis), relative total shareholder return PSUs (30% weighting) and time-vested restricted stock units (40% weighting), as described under Long-Term Incentive Compensation below.</p>
<b>Retirement Benefits</b>	<p>The Company provides both a qualified and non-qualified tax-deferred retirement savings to:</p> <ul style="list-style-type: none"> <li>Encourage employee long-term commitment to the Company;</li> <li>Promote employee savings for retirement; and</li> <li>Make total retirement benefits available to executives commensurate with other employees as a percentage of compensation.</li> </ul>	<p>There were no changes to the participation in the Company's retirement plans and no change to the benefits provided.</p>

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<b>Compensation Element</b>	<b>Description and Purpose of the Compensation Element</b>	<b>Fiscal 2016 Commentary</b>
<b>Welfare Benefits</b>	Executives participate in employee benefit plans generally available to employees to provide a broad-based total compensation program designed to be competitive in the labor market.	In 2016, there were no changes from historical practice.
<b>Perquisites</b>	The Company provides no perquisites to executive officers.	In 2016, there were no changes from historical practice.
<b>Change in Control Termination Benefits</b>	Change in control agreements are designed to retain executives and provide continuity of management in the event of an actual or threatened change in control of the Company. The change in control agreements are described in more detail below under Potential Payments upon Termination or Change in Control .	During 2016, Mr. Graves agreed to amend his severance protection agreement with the Company to increase the retirement age to 57.

The use of these compensation elements enables us to reinforce our pay for performance philosophy and to strengthen our ability to attract and retain high-quality executives. The Company and the Committee believe that this combination of compensation elements provides an appropriate mix of fixed and variable pay and achieves an appropriate balance between short-term financial and operational performance and long-term shareholder value. The Committee determines the amount of compensation under each component of executive compensation granted to the executive officers to emphasize performance-based compensation tied to financial metrics approved by the Committee and to achieve the appropriate balance between cash compensation and equity compensation, as well as to reflect the level of responsibility of the executive officer. There is no pre-established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation. With respect to fiscal 2016, the total compensation paid or awarded to the named executive officers included both short-term cash incentive compensation and equity based long-term incentive compensation.

In addition, the Committee has in the past analyzed, and expects that, from time to time, it will analyze, tally sheets prepared for each senior executive, including the named executive officers as a benchmark for its compensation decisions. Typically these tally sheets have been prepared by our human resources and finance departments and have been reviewed and commented on by FW Cook. Each of these tally sheets presents the dollar amount of each major component of the named executive officers' compensation, including current cash compensation (base salary and short-term incentive compensation), accumulated deferred compensation balances and outstanding equity awards. The overall purpose of the tally sheets is to bring together in one place, all of the elements of actual and potential future compensation of our named executive officers, as well as information about wealth accumulation, so that the Committee may analyze both aggregate total amount of actual and projected compensation as well as internal pay equity and other decisions regarding executive compensation.

When making compensation decisions, the Committee also looks at the target total direct compensation of our chief executive officer and the other named executive officers relative to that provided to similarly-situated executives at the market data provided by FW Cook. The Committee believes, however, that a benchmark should be a point of reference for measurement but not the determinative factor for our executives' target compensation. The purpose of the comparison is merely to supplement and not to supplant the analyses of internal pay equity, wealth accumulation potential and the individual performance of the executive officers that we consider when making compensation decisions. Because the comparative compensation information is just one of the several analytical tools that are used in setting executive compensation, the Committee has discretion in determining whether to use this information and/or the nature and extent of its use.

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### ***Base Salary***

In general, base salary for each employee, including the named executive officers, is established based on the individual's job responsibilities, performance and experience; the Company's overall budget for merit increases; and the competitive environment. Each year, we survey the compensation practices of companies serving the semiconductor and other industries deemed relevant as well as general market pay practices for executives in the United States and in other countries in which we have significant employee populations in order to assess the competitiveness of the compensation we offer. In fiscal 2016, we continued to target base salary at the median of the peer group proxy and survey market reference points compiled by FW Cook.

As noted above, the Company and the Committee believe that our success is dependent on our ability to hire and retain high-caliber executives in critical functions, and the pursuit of this objective may require us to recruit individual executives who have significant compensation and retention packages in place with other employers. In order to attract such individuals to Entegris, we may be required to negotiate compensation packages that deviate from the general principle of targeting base pay at the median of our peers. Similarly, we may determine to provide compensation outside of the normal cycle to individuals to address retention issues.

### ***Short-Term Incentive Compensation***

Entegris has for a number of years maintained a short-term variable incentive compensation program, the Entegris Incentive Plan (EIP), which generally provides for a potential cash award based upon the achievement of annual financial and operating performance objectives in accordance with a sliding scale established by the Committee with a fractional award for performance above the threshold level, a full award for target performance and a premium award of up to 187.5% of target for extraordinary performance. In addition to the financial criteria and operating performance objectives, awards under the EIP are conditioned on the Company achieving an operating profit. During 2016, the Chief Executive Officer continued to be eligible to receive an incentive compensation payment targeting 100% of his base salary and the named executive officers listed in the Summary Compensation Table below other than the Chief Executive Officer continued to be eligible to receive an incentive compensation payment ranging from 55% to 75% of their base salary at target performance. Other employees were eligible to receive lesser percentages of their base salary at target performance under the EIP, ranging from 3% to 50%, depending on their level of responsibility. The EIP is administered by, and all awards are made at the discretion of, the Committee.

The EIP provides for a potential cash award based upon the achievement of financial and operating performance objectives in accordance with a sliding scale established by the Committee, subject to adjustment by the Committee. During 2016, the sliding scale was different for each of the two types of objectives, with a maximum payout of 200% for the achievement of premium performance of the financial objectives (EBITA equal to 26.5% of revenue) and a maximum payout of 150% for the achievement of premium performance designated for each of the 10 operating objectives. Under this plan, an incentive pool is established based upon the level of the attainment of financial objectives established by the Committee. For 2016, the EIP awards were based on: (i) the achievement of EBITA as a percentage of revenue within a range established by the Committee (from threshold of 6.6% of revenue to maximum of 26.5% of revenue) with target performance established at 16.5%, weighted at 75% and providing for awards ranging from 1% of target for threshold performance to a maximum of two times target for performance at the top of the range; and (ii) the achievement of critical business objectives (relating to revenue growth, market penetration, and quality performance), weighted at 25% and providing for awards ranging from 0% for threshold or below threshold performance (depending on the particular objective) to 150% of target if all critical business objectives were achieved at the maximum level specified. In 2016, the Committee approved an EIP payout of 109% of target.

The EIP awards for the named executive officers for fiscal 2016, 2015 and 2014 are reflected in the column entitled "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table and the 2016 EIP award is also reflected in the "Fiscal Year 2016 Grants of Plan Based Awards" table below.

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***Long-Term Incentive Compensation***

During 2016, executives and certain key employees were eligible to receive equity grants and awards under the Entegris 2010 Stock Plan, as amended, which is also administered by the Committee. Restricted stock unit awards, stock option awards and performance share unit awards, as described below, to executive officers were the three equity vehicles used by Entegris for long-term incentive awards during 2016. The 2016 long-term incentive awards to the named executive officers are listed in the Fiscal Year 2016 Grants of Plan Based Awards table below under the columns entitled Estimated Future Payouts Under Equity Incentive Plan Awards, All Other Stock Awards: Number of Shares of Stock or Units and All Other Option Awards: Number of Securities Underlying Options.

The Committee believes that long-term incentive awards to executive officers, including the named executive officers, should be comprised of a mixture of restricted stock units, stock options and performance share units. Accordingly, for 2016 the Committee approved equity awards for executive officers comprised, as a percentage of the total annual grant value, of 40% restricted stock units, 30% stock options and 30% performance share units, which was unchanged from 2015. A description of the terms of each type of equity award and the reasons why the Committee believes each is an appropriate long term incentive equity vehicle follows.

*Restricted Stock Units.* Forty percent of the 2016 equity award to executive officers consisted of restricted stock units, except for Ms. Lee, whose equity award for 2016 was one hundred percent restricted stock units, with restrictions lapsing in four equal installments on February 19<sup>th</sup> of the first through the fourth years following the date of award. The award of restricted stock units is designed to enable the Company to retain executive officers and other key employees during turbulent economic times and in a competitive labor market. In addition, non-executive employees receiving equity awards in 2016 received restricted stock units, with the restrictions lapsing proportionately over four years in accordance with the foregoing schedule.

*Stock Options.* Thirty percent of the 2016 equity awards to executive officers consisted of stock options to vest in four equal installments on February 19<sup>th</sup> of the first through the fourth years following the date of grant and have a seven-year term. The Committee believes that the award of stock options is an effective mechanism to align the interests of our executive officers with those of Entegris stockholders which is expected to lead to an increase in the long-term value of Entegris. This is because stock options only provide value to the awardee if the price of the Company's stock appreciates, which creates a strong performance orientation, consistent with our pay for performance philosophy. All stock options granted to executive officers by our predecessor companies and by the Company were granted with an exercise price equal to the fair market value on the date of grant.

*Performance Share Units.* Thirty percent of the 2016 equity awards to executive officers, consisted of performance share units, which provide the opportunity to earn shares of the Company based on the Company's total shareholder return (TSR) as compared with the TSR achieved by the companies that comprise the Philadelphia Semiconductor Index over a three year period following the date of award. Early in 2016, each recipient of a performance share award received a target allocation of performance share units; the final number of shares which may be earned range from 0% to 150% of target. The number of shares actually earned at the end of the performance period is based on a pre-established payout curve, which provides for earn outs of 50%, 100% and 150% of target for performance at the 25<sup>th</sup>, 50<sup>th</sup> and 75<sup>th</sup> percentiles, respectively, with linear interpolation between such levels (no shares are earned for performance below the 25<sup>th</sup> percentile). Performance share awards are also subject to limitation: (i) if the Company's absolute total shareholder return is negative then the maximum number of shares that may be earned is the target performance share allocation; and (ii) in no event may the value of shares earned on the vesting date exceed 300% of the initial grant date fair value of the target share allocation at award. Performance share units earned over the three year performance period will be fully vested on the last day of the performance period. The Committee included performance share units as a component of the 2016 long term incentive award for executive officers because the Committee believes that relative TSR is an important metric for our stockholders evaluation of the



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Company's performance against the performance of other companies; the performance share units thus create an additional alignment with stockholder interests through an objective and relatively simple performance metric. In addition, based on the Committee's review of peer company market data, it believes that TSR based performance share units are becoming an increasingly significant portion of equity incentives used by those companies that will compete with us in attracting, hiring, motivating and retaining a talented, entrepreneurial and creative team of executives.

***Stock Ownership Guidelines***

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 who are elected by the Board of Directors with those of Entegris stockholders. This alignment is a critical objective of the long-term incentive compensation discussed above. The guidelines provide that the Chief Executive Officer should attain and maintain beneficial ownership of Entegris stock having a value equal to five times their annual base salary; Executive Vice Presidents should attain and maintain beneficial ownership of Entegris stock with a value equal to four times their respective annual base salaries, the Chief Financial Officer should attain and maintain beneficial ownership of Entegris stock with a value equal to three times their annual base salary, Senior Vice Presidents should attain and maintain beneficial ownership of Entegris stock with a value equal to two times their annual base salary and other executive officers should attain and maintain beneficial ownership of Entegris stock with a value equal to their annual base salary. Since Mr. Graves is also an Executive Vice President, he is held to the higher ownership standard of four times base salary. For purposes of the stock ownership guidelines, beneficial ownership of Entegris stock includes direct holdings, indirect holdings by immediate family and 401(k) and employee stock ownership plans, restricted stock and restricted stock units and the net share value of in-the-money vested and unvested stock options. The guidelines also provide that executives should achieve this beneficial ownership of Entegris stock within five years of their appointment to these positions and thereafter maintain that level of ownership. As of February 1, 2017, all of the named executive officers serving at the end of 2016 were in compliance with the stock ownership guidelines or were within the five-year compliance grace period.

***Chief Executive Officer Compensation***

The Committee evaluates the compensation package of the Chief Executive Officer of Entegris in accordance with the objectives and methodology described above. In evaluating the Chief Executive Officer's target total direct compensation for 2016, the Committee also considered compensation levels of chief executive officers in the market pay analysis conducted by FW Cook, individual performance and Entegris' recent financial performance.

In connection with Mr. Loy's promotion to Chief Executive Officer in 2012, on December 12, 2012 the Company entered into an Executive Employment Agreement with Mr. Loy employing him as President and Chief Executive Officer (the "CEO Agreement"). The CEO Agreement took effect as of November 28, 2012 and cancelled and replaced the Severance Protection Agreement, dated May 13, 2011, between the Company and Mr. Loy. Under the CEO Agreement, Mr. Loy received a base salary of \$625,000 per year and variable compensation pursuant to the EIP at a target performance equal to 100% of base salary; the Board of Directors has increased Mr. Loy's base salary in each of 2016, 2015 and 2014. Mr. Loy is eligible to participate in the Company's Long-Term Incentive Program and to receive equity awards from time to time as determined by the Board of Directors. Mr. Loy did not receive any special equity award in connection with his promotion to Chief Executive Officer. The CEO Agreement had an initial term of two (2) years and is subject to annual automatic renewal unless the Board sends notice of non-renewal sixty (60) days prior to expiration of the initial or any renewal term. In the event that Mr. Loy's employment is terminated by the Board without cause or by Mr. Loy for "good reason" as defined in the CEO Agreement (generally, removal from office, material diminution of his duties, authority or compensation, breach of the CEO Agreement by the Company, or failure to require a successor corporation to assume the CEO Agreement) then Mr. Loy is entitled to accrued but unpaid compensation; a severance benefit of salary continuation for a period of two (2) years following termination, which, assuming a termination date of December 31, 2016, would be \$1,664,000; the continuation of health and dental benefits for Mr. Loy and his immediate family for the entirety of such severance pay period; and all equity

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awards outstanding as of the date of termination shall continue to vest in accordance with each award's original vesting schedule and vested awards shall continue to be exercisable during such severance period and for a period of 90 days thereafter. In the event that Mr. Loy's employment is terminated by reason of death or disability, then all unvested equity awards outstanding as of the date of such termination vest, the value of which, assuming a date of December 31, 2016, are shown in columns (e) and (f) in the table in Potential Payments upon Termination or Change in Control below, and Mr. Loy or his representative have a period of one year following termination to exercise vested stock options. In addition, the CEO Agreement imposes non-competition, non-solicitation and confidentiality covenants on Mr. Loy which continue for the duration of the above referenced severance period. During 2016, Mr. Loy was granted an annual long-term equity incentive award consisting of stock options covering 257,928 shares and 80,320 shares of time-based restricted stock units and 58,519 performance share units (at target), in each case on the same terms as described above under Long-Term Incentive Compensation. In addition, as described under Potential Payments Upon Termination or Change in Control below, Mr. Loy has an agreement providing him with certain severance benefits in the event that his employment is terminated after a Change in Control of the Company. During 2013, Mr. Loy agreed to amend this Change in Control Agreement to remove the change in control tax gross-up provisions.

**Benefits**

We provide benefit programs to executive officers and to other employees. The following table generally identifies such benefit plans and identifies those U.S. employees who may be eligible to participate:

<b>Benefit Plan</b>	<b>Executive Officers</b>	<b>Certain Managers</b>	<b>Full Time Employees</b>
401(k) Plan			
Medical/Dental Plans			
Life and Disability Insurance <sup>1</sup>			
Employee Stock Purchase Plan			
Change of Control Agreements		Not Offered	Not Offered
Supplemental Executive Retirement Plan (SERP)			Not Offered
Deferred Compensation Plan			Not Offered

- (1) Entegris provides Company-paid Long-Term Disability insurance to eligible full-time employees with a monthly benefit in the amount of 60% of qualified salary to a maximum of \$10,000 per month. All Entegris officers receive company-paid Long-Term Disability coverage that provides a monthly benefit of 60% of qualified salary to a maximum of \$15,000 per month.

**Personal Benefits**

The Company does not offer the named executive officers perquisites other than the life and disability insurance (which is cost effective for the Company), and relocation expenses and allowances.

**Retirement Plan**

During 2016, Entegris offered retirement benefits to its U.S. employees through the tax-qualified Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2012 Restatement), hereafter referred to as the 401(k) Plan, which generally provides for an employer match for employee contributions. Executive officers participated in the 401(k) Plan on the same terms as those available for other eligible employees in the U.S. The 401(k) Plan provides a long-term savings vehicle that allows for pre-tax and/or post-tax Roth contributions by employees and tax-deferred earnings. The Company made matching contributions to the 401(k) Plan equal to 100% of such employee contributions on the first 3% of eligible compensation and 50% of the next 2% of eligible compensation, not to exceed the annual IRS limit.

In connection with the 401(k) Plan we also maintain a Supplemental Executive Retirement Plan. Under this non-qualified retirement plan, certain senior executives, including the named executive officers, are allowed

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certain salary deferral benefits that would otherwise be lost by reason of restrictions imposed by the Internal Revenue Code limiting the amount of compensation which may be deferred under tax-qualified plans. Compensation that may be deferred into the non-qualified retirement plan include employee and matching employer contributions that are in excess of the maximum deferral amount allowed under the terms of the 401(k) Plan. Participant accounts are credited with an investment return equivalent to that provided by the investment vehicles elected by the participant, which may be allocated among the same 27 investment funds as are offered with respect to the 401(k) Plan accounts.

The individual participant balances in the 401(k) Plan and the above non-qualified retirement plan reflect a combination of: (1) the annual amount contributed by the Company or by the employee to the 401(k) Plan and the non-qualified retirement plan and the amount of his or her cash compensation that the employee elects to defer; (2) the annual contributions and/or deferred amounts being invested at the direction of the employee (the same investment choices are available to all participants); and (3) the continuing reinvestment of the investment returns until the accounts are paid out. This means that similarly situated employees, including the named executive officers, may have materially different account balances because of a combination of these factors. See the Non-Qualified Deferred Compensation Table below for more information on account balances and earnings under this non-qualified retirement plan for the named executive officers.

**Summary Compensation Table**

The following table summarizes the reportable compensation, in accordance with Item 402(c) of Regulation S-K under the Securities Act of 1933, to the named executive officers for the fiscal years ended December 31, 2016, 2015 and 2014:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards <sup>(4)</sup> (\$)	Option Awards <sup>(5)</sup> (\$)	Non-Equity Incentive Plan Compensation (\$) <sup>(6)</sup>	All Other Compensation (\$) <sup>(7)</sup>	Total (\$)
<b>Bertrand Loy</b>	2016	\$ 822,769	\$	\$ 1,714,903	\$ 735,095	\$ 906,880	\$ 59,695	\$ 4,239,342
President & Chief Executive Officer	2015	\$ 773,077	\$	\$ 1,539,974	\$ 660,014	\$ 669,600	\$ 59,455	\$ 3,702,120
	2014	\$ 679,808	\$	\$ 700,071	\$ 1,049,929	\$ 713,300	\$ 51,892	\$ 3,195,000
<b>Gregory B. Graves</b>	2016	\$ 421,250	\$	\$ 585,868	\$ 251,131	\$ 347,438	\$ 27,195	\$ 1,632,882
Executive Vice President & Chief Financial Officer	2015	\$ 408,769	\$	\$ 545,267	\$ 233,731	\$ 258,633	\$ 28,579	\$ 1,474,979
	2014	\$ 379,858	\$	\$ 258,885	\$ 388,115	\$ 305,700	\$ 26,005	\$ 1,358,563
<b>Todd J. Edlund</b>	2016	\$ 400,000	\$	\$ 536,188	\$ 175,811	\$ 367,875	\$ 100,209	\$ 1,580,083
Executive Vice President and Chief Operating Officer	2015	\$ 325,962	\$	\$ 352,001	\$ 150,988	\$ 179,537	\$ 20,742	\$ 1,029,230
	2014	\$ 312,254	\$	\$ 162,769	\$ 243,230	\$ 192,591	\$ 19,461	\$ 930,305
<b>William Shaner</b>	2016	\$ 326,058	\$ 250	\$ 302,395	\$ 129,595	\$ 225,630	\$ 16,170	\$ 1,000,098
Senior Vice President, Advanced Materials Handling	2015	\$ 297,423	\$	\$ 291,843	\$ 125,157	\$ 151,664	\$ 15,639	\$ 881,726
	2014	\$ 281,469	\$	\$ 149,092	\$ 223,408	\$ 145,208	\$ 190,595	\$ 989,772
<b>Sue Lee<sup>(1)</sup></b>	2016	\$ 237,500	\$	\$ 295,980	\$	\$ 148,524	\$ 96,911	\$ 778,915
Senior Vice President, General Counsel & Secretary	2015	\$	\$	\$	\$	\$	\$	\$
	2014	\$	\$	\$	\$	\$	\$	\$
<b>Christian F. Kramer<sup>(2)</sup></b>	2016	\$ 174,196	\$	\$ 359,004	\$ 153,991	\$	\$ 997,796	\$ 1,684,987

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Former Senior Vice President and Chief Commercial Officer	2015	\$ 348,769	\$	\$ 329,001	\$ 140,998	\$	193,138	\$	18,889	\$ 1,030,795
	2014	\$ 233,308	\$	\$ 449,979	\$	\$	123,443	\$	1,840,200	\$ 2,646,930
<b>Peter W. Walcott<sup>(3)</sup></b>	2016	\$ 171,492	\$	\$	\$	\$	\$	\$	883,842	\$ 1,055,334
Former Senior Vice President, General Counsel & Secretary	2015	\$ 307,808	\$	\$ 281,352	\$ 120,648	\$	197,114	\$	19,953	\$ 926,875
	2014	\$ 291,000	\$	\$ 150,310	\$ 225,690	\$	222,397	\$	20,265	\$ 909,662

(1) Ms. Lee joined the Company on March 28, 2016.

(2) Mr. Kramer served as Senior Vice President and Chief Commercial Officer from November 13, 2014 through June 13, 2016 when he left the Company. From April 30 through November 12, 2014, he was Senior Vice President and General Manager of the Electronic Materials Division; from January 1, 2014 through April 29, 2014 he was Senior Vice President Electronics for ATMI, Inc. For 2014, the

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amounts in columns (c) and (e) represent compensation as an officer of the Company from May 1, 2014 through December 31, 2014. The amount in column (h) for 2014 represents primarily compensation obligations of ATMI, Inc. assumed by the Company pursuant to the Merger with ATMI, Inc. and paid by the Company after the effectiveness of that Merger.

- (3) Mr. Walcott left the Company effective as of July 5, 2016.
- (4) The amounts in column (e) reflect: (i) the dollar amount of the grant date fair value computed in accordance with FASB ASC Topic 718 (column (e)) for awards of restricted stock units made pursuant to the Company's long term incentive program during each of the fiscal years ended December 31, 2016, 2015 and 2014 (for a discussion of the assumptions underlying these valuations please see Note 11 to the Company's Consolidated Financial Statements included in the Company's Form 10-K Annual Report for the fiscal year ended December 31, 2016, which accompanies this Proxy Statement); and (ii) the grant date fair value for performance share units awarded in 2016 and in 2015, determined in accordance with FASB ASC Topic 718. For those named executive officers that have been granted performance share units in 2016, assuming the highest level of performance is achieved under the performance share units, the maximum possible value of the restricted stock units and the performance share units on the date of grant, using the grant date fair value, is: (a) in the case of Mr. Loy \$2,082,408; (b) in the case of Mr. Graves \$711,417; (c) in the case of Mr. Edlund \$624,096; (d) in the case of Mr. Shaner \$367,192; and (e) in the case of Mr. Kramer \$435,959. For those named executive officers that have been granted performance share units in 2015, assuming the highest level of performance is achieved under the performance shares, the maximum possible value of the restricted stock units and the performance shares to the named executive officers on the date of grant, using the grant date fair value, is: (a) in the case of Mr. Loy \$1,869,978; (b) in the case of Mr. Graves \$662,119; (c) in the case of Mr. Edlund \$427,454; (d) in the case of Mr. Shaner \$354,403; (e) in the case of Mr. Kramer \$399,504 and (f) in the case of Mr. Walcott \$341,654.
- (5) The amounts in column (f) consist of the dollar amount of the grant date fair value, computed in accordance with FASB ASC Topic 718 (column (f)) with respect to stock option awards granted in 2016, 2015 and 2014. For a discussion of the assumptions underlying these valuations please see Note 11 to the Company's Consolidated Financial Statements included in the Company's Form 10-K Annual Report for the fiscal year ended December 31, 2016, which accompanies this Proxy Statement.
- (6) The amounts listed under column (g) were payable under the Entegris Incentive Plan with respect to the Company's performance during the indicated fiscal year and were paid in February of the succeeding year.
- (7) Included in the amounts listed under column (h) are: (a) employer matching contributions under the Entegris, Inc. 401(k) Savings and Profit Sharing Plan (2012 Restatement) in 2016 of \$10,600 to each of Messrs. Loy, Graves, Edlund, Shaner, Kramer, and Walcott and \$9,500 to Ms. Lee; (b) employer matching contributions to the Entegris, Inc. Supplemental Executive Retirement Plan for Key Salaried Employees for 2016 as follows: Mr. Loy \$49,095; Mr. Graves \$16,595; Mr. Edlund \$12,581; Mr. Shaner \$5,570; Ms. Lee \$0; Mr. Kramer \$9,219; and Mr. Walcott \$4,144; (c) relocation related expenses paid in 2016 to Mr. Edlund of \$75,301, and relocation related expenses paid in 2016 to Ms. Lee as follows: relocation expenses \$79,491; tax gross up related to the foregoing \$7,066; (d) severance payments in 2016 to Mr. Kramer of \$942,151 and to Mr. Walcott of \$868,154; and (e) a distribution to Mr. Kramer in the amount of \$35,419 from the non-qualified deferred compensation plan.

**Table of Contents****Fiscal Year 2016 Grants of Plan Based Awards**

During the fiscal year ended December 31, 2016, the following plan based awards were granted to the named executive officers:

Name	Award Type	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards: Number of Shares of Stock or Units <sup>(3)</sup>	All Other Option Awards: Number of Securities Underlying Options <sup>(4)</sup>	Exercise or Base Price of Option Awards <sup>(5)</sup>	Grant Date Fair Value of Stock and Option Awards <sup>(6)</sup>
			Thresh-hold (\$)	Target (\$)	Maximum (\$)	Thresh-hold (#)	Target (#)	Maximum (#)				
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)	
Bertrand Loy	Entegris Incentive Plan		\$	\$ 832,000	\$ 1,560,000						\$	\$
	Restricted Stock Units	2/24/2016	\$	\$	\$			80,320		\$	\$ 979,904	
	Performance Share Units	2/24/2016	\$	\$	\$	29,260	58,519	87,779		\$	\$ 734,999	
	Stock Options	2/24/2016	\$	\$	\$				257,928	\$ 12.20	\$ 735,095	
Gregory B. Graves	Entegris Incentive Plan		\$	\$ 318,750	\$ 579,656						\$	\$
	Restricted Stock Units	2/24/2016	\$	\$	\$			27,440		\$	\$ 334,768	
	Performance Share Units	2/24/2016	\$	\$	\$	9,996	19,992	29,988		\$	\$ 251,100	
	Stock Options	2/24/2016	\$	\$	\$				88,116	\$ 12.20	\$ 251,131	
Todd J. Edlund	Entegris Incentive Plan		\$	\$ 337,500	\$ 632,813						\$	\$
	Restricted Stock Units	2/24/2016	\$	\$	\$			19,212		\$	\$ 234,386	
	Performance Share Units	2/24/2016	\$	\$	\$	6,999	13,997	20,996		\$	\$ 175,802	
	Stock Options	2/24/2016	\$	\$	\$				61,688	\$ 12.20	\$ 175,811	
	Restricted Stock Units	8/2/2016	\$	\$	\$				7,500	\$	\$ 126,000	
William Shaner	Entegris Incentive Plan		\$	\$ 207,000	\$ 388,125						\$	\$
	Restricted Stock Units	2/24/2016	\$	\$	\$			14,164		\$	\$ 172,801	
	Performance Share Units	2/24/2016	\$	\$	\$	5,159	10,318	15,477		\$	\$ 129,594	
	Stock Options	2/24/2016	\$	\$	\$				45,472	\$ 12.20	\$ 129,595	
Sue Lee	Entegris Incentive Plan		\$	\$ 136,260	\$ 255,488						\$	\$
	Restricted Stock Units	5/16/2016	\$	\$	\$			22,508		\$	\$ 295,980	
Christian F. Kramer			\$	\$ 237,900	\$ 446,063						\$	\$

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	Entegris Incentive Plan										
	Restricted Stock Units	2/24/2016	\$	\$	\$			16,812	\$	\$	205,106
	Performance Share Units	2/24/2016	\$	\$	\$	6,127	12,253	18,380	\$	\$	153,898
	Stock Options	2/24/2016	\$	\$	\$				54,032	\$ 12.20	\$ 153,991
Peter W. Walcott	Entegris Incentive Plan		\$	\$ 235,500	\$ 441,563				\$	\$	

(1) Awards under the Entegris Incentive Plan. See Compensation Discussion and Analysis Short-Term Incentive Compensation above.

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- (2) These stock awards are performance share units which provide the opportunity to earn shares of the Company based on the Company's total shareholder return (TSR) as compared with the TSR achieved by the companies that comprise the Philadelphia Semiconductor Index over the three year period following the date of award. See Compensation Discussion and Analysis Long-Term Incentive Compensation above. The indicated grant date fair value of these stock awards at target is calculated in accordance with FASB ASC Topic 718.
- (3) These stock awards are grants of restricted stock units. The restricted stock units granted on February 24, 2016 vest ratably over four years on February 19<sup>th</sup> of 2017, 2018, 2019 and 2020. The restricted stock units granted on May 16, 2016 vest ratably over four years on May 15<sup>th</sup> of 2017, 2018, 2019 and 2020. The restricted stock units granted on August 2, 2016 vest ratably over four years on August 15<sup>th</sup> of 2017, 2018, 2019 and 2020. The indicated grant date fair value of these stock awards is calculated in accordance with FASB ASC Topic 718.
- (4) The indicated awards are stock option grants with an exercise price equal to the closing price on the NASDAQ of our stock on the indicated date of grant and that vest ratably over four years on each February 19<sup>th</sup> of 2017, 2018, 2019 and 2020. The indicated grant date fair value of these stock awards is calculated in accordance with FASB ASC Topic 718.

*Employment Agreements.* The Company has entered into an Executive Change in Control Termination Agreement with each named executive officer as described under Potential Payments upon Termination or Change in Control below; please see that discussion for a detailed description of the terms of these agreements. In addition, as described under Chief Executive Officer Compensation above, effective November 28, 2012, Mr. Loy entered into an Executive Employment Agreement with the Company; please see that discussion for a detailed description of the terms of Mr. Loy's agreement.

Mr. Graves entered into a severance protection agreement with the Company, dated as of May 13, 2011, which continued in effect throughout 2016. Under the terms of this severance protection agreement, in the event of the termination of Mr. Graves' employment by Entegris or a successor other than for cause, or if he terminates his own employment for good reason (as defined therein) he is entitled to severance equal to two times base pay as salary continuation, which, assuming a termination date of December 31, 2016, would be \$850,000, the continuation of his health benefits for two years and the vesting of all outstanding unvested equity awards, the value of which, assuming a termination date of December 31, 2016, are shown in columns (e) and (f) in the table in Potential Payments upon Termination or Change in Control below. This agreement also imposes non-competition, non-solicitation and confidentiality covenants on Mr. Graves for the duration of the severance period. The severance protection agreement also provides for vesting of unvested equity awards and an extended exercise period in the event of Mr. Graves' retirement at age 54 with ten years of service. As of December 31, 2016, 4,858 shares with respect to earlier restricted stock unit awards and 18,948 option shares are no longer subject to a risk of forfeiture; based on the closing price of our stock on the last trading day of 2016 (\$17.90) the restricted shares have a value of \$86,958. During 2016, Mr. Graves agreed to amend the severance protection agreement to increase the retirement age to 57 with respect to awards made after January 1, 2014, provided that no award granted after January 1, 2016 shall vest in less than 12 months following the date of such grant.



**Table of Contents****Outstanding Equity Awards at 2016 Fiscal Year End**

The following table lists the number of securities underlying stock options and restricted stock units and performance share awards outstanding as of December 31, 2016; there were no other awards designated in units or other rights outstanding as of the end of the fiscal year:

(a)	(b)	Option Awards			(f)	(g)	Stock Awards			
		(c)	(d)	(e)			(h)	(i)	(j)	
Name	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options <sup>(1)</sup>	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Stock That Have Not Vested <sup>(2)</sup> (#)	Market Value of Shares of Stock That Have Not Vested <sup>(3)</sup> (\$)	Equity Incentive Plan Awards: Number of Unearned Shares That Have Not Vested <sup>(4)</sup> (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares That Have Not Vested <sup>(3)</sup> (\$)	
Bertrand Loy	81,918			\$ 9.27	2/19/2019		\$		\$	
	177,633	59,211		\$ 9.88	2/19/2020		\$		\$	
	131,570	131,570		\$ 11.71	2/19/2021		\$		\$	
	42,747	128,241		\$ 13.49	2/19/2022		\$		\$	
		257,928		\$ 12.20	2/19/2023		\$		\$	
									24,265	\$ 434,344
									29,260	\$ 523,754
							15,182	\$ 271,758		\$
							29,892	\$ 535,067		\$
							48,924	\$ 875,740		\$
						80,320	\$ 1,437,728		\$	
Gregory B Graves		18,948		\$ 9.88	2/19/2020		\$		\$	
	48,636	48,636		\$ 11.71	2/19/2021		\$		\$	
	15,138	45,414		\$ 13.49	2/19/2022		\$		\$	
		88,116		\$ 12.20	2/19/2023		\$		\$	
									8,592	\$ 153,797
									9,996	\$ 178,928
							4,858	\$ 86,958		\$
							11,054	\$ 197,867		\$
Todd J. Edlund	21,699	12,233		\$ 9.88	2/19/2020		\$		\$	
	30,480	30,480		\$ 11.71	2/19/2021		\$		\$	
	9,779	29,337		\$ 13.49	2/19/2022		\$		\$	
		61,688		\$ 12.20	2/19/2023		\$		\$	
									5,548	\$ 99,309
									6,999	\$ 125,282
							3,139	\$ 56,188		\$
							6,950	\$ 124,405		\$
William Shaner	25,630			\$ 8.76	2/19/2018		\$		\$	
	24,353			\$ 9.27	2/19/2019		\$		\$	
	27,243	9,081		\$ 9.88	2/19/2020		\$		\$	
	27,996	27,996		\$ 11.71	2/19/2021		\$		\$	
	8,106	24,318		\$ 13.49	2/19/2022		\$		\$	
		45,472		\$ 12.20	2/19/2023		\$		\$	
									4,600	\$ 82,340
									5,159	\$ 92,346

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		\$		2,327	\$	41,653	\$
		\$		6,366	\$	113,951	\$
		\$		9,270	\$	165,933	\$
		\$		14,164	\$	253,536	\$
Sue Lee		\$		22,508	\$	402,893	\$
Christian F. Kramer	9,132	\$	13.49	6/13/2017	\$		\$
Peter W. Walcott	14,141	\$	11.71	7/5/2017	\$		\$

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- (1) These options vest as follows in the order in which the options are listed in the above table: *Mr. Loy* 59,211 shares on February 19, 2017; 65,785 shares on February 19<sup>th</sup> of each of 2017 and 2018; 42,747 shares on February 19<sup>th</sup> of each of 2017, 2018 and 2019; and 64,482 shares on February 19<sup>th</sup> of each of 2017, 2018, 2019 and 2020; *Mr. Graves* 18,948 shares on February 19, 2017; 24,318 shares on February 19<sup>th</sup> of each of 2017 and 2018; 15,138 shares on February 19<sup>th</sup> of each of 2017, 2018 and 2019; and 22,029 shares on February 19<sup>th</sup> of each of 2017, 2018, 2019 and 2020; *Mr. Edlund* 12,233 shares on February 19, 2017; 15,240 shares on February 19<sup>th</sup> of each of 2017 and 2018; 9,779 shares on February 19<sup>th</sup> of each of 2017, 2018 and 2019; and 15,422 shares on February 19<sup>th</sup> of each of 2017, 2018, 2019 and 2020; and *Mr. Shaner* 9,081 shares on February 19, 2017; 13,998 shares on February 19<sup>th</sup> of each of 2017 and 2018; 8,106 shares on February 19<sup>th</sup> of each of 2017, 2018 and 2019; and 11,368 shares on February 19<sup>th</sup> of each of 2017, 2018, 2019 and 2020.
- (2) Restrictions on the indicated shares of restricted stock lapse as follows in the order in which the awards are listed in the above table: *Mr. Loy* 15,182 shares on February 19, 2017; 14,946 shares on February 19<sup>th</sup> of each of 2017 and 2018; 16,308 shares on February 19<sup>th</sup> of each of 2017, 2018 and 2019; and 20,080 shares on February 19<sup>th</sup> of each of 2017, 2018, 2019 and 2020; *Mr. Graves* 4,858 shares on February 19, 2017; 5,527 shares on February 19<sup>th</sup> of each of 2017 and 2018; 5,774 shares on February 19<sup>th</sup> of each of 2017, 2018 and 2019; and 6,860 shares on February 19<sup>th</sup> of each of 2017, 2018, 2019 and 2020; *Mr. Edlund* 3,139 shares on February 19, 2017; 3,475 shares on February 19<sup>th</sup> of each of 2017 and 2018; 3,727 shares on February 19<sup>th</sup> of each of 2017, 2018 and 2019; 4,803 shares on February 19<sup>th</sup> of each of 2017, 2018, 2019 and 2020; and 1,875 shares on August 15<sup>th</sup> of each of 2017, 2018, 2019 and 2020; *Mr. Shaner* 2,327 shares on February 19, 2017; 3,183 shares on February 19<sup>th</sup> of each of 2017 and 2018; 3,090 shares on February 19<sup>th</sup> of each of 2017, 2018 and 2019; and 3,541 shares on February 19<sup>th</sup> of each of 2017, 2018, 2019 and 2020; and *Ms. Lee* 5,627 shares on May 15<sup>th</sup> of each of 2017, 2018, 2019 and 2020.
- (3) The indicated value is calculated using the closing price for the Company's common stock on the last trading day of 2016 (\$17.90).
- (4) These performance share units provide the opportunity to earn shares of the Company on a scale of from 0 to 150% of the number of shares indicated in the above table, based on the Company's total shareholder return (TSR) as compared with the TSR achieved by the companies that comprise the Philadelphia Semiconductor Index over a three year performance period and are fully vested when earned. The shares indicated are based on the Company achieving threshold performance goals. See Compensation Discussion and Analysis Long-Term Incentive Compensation above.

**Fiscal Year 2016 Option Exercises and Stock Vested**

The following table lists the stock option exercises by, and the number of shares of restricted stock vested with respect to the named executive officers during the fiscal year ended December 31, 2016:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise <sup>(1)</sup>	Number of Shares Acquired on Vesting <sup>(2)</sup>	Value Realized on Vesting <sup>(3)</sup>
(a)	(b)	(c)	(d)	(e)
Bertrand Loy	143,570	\$ 1,388,259	54,419	\$ 659,014
Gregory B. Graves	109,980	\$ 747,850	21,337	\$ 258,391
Todd J. Edlund	38,071	\$ 314,019	13,362	\$ 161,814
William Shaner	24,746	\$ 222,714	10,974	\$ 132,895
Sue Lee		\$		\$
Christian F. Kramer		\$	12,498	\$ 159,013
Peter W. Walcott	171,402	\$ 1,459,570	14,050	\$ 170,146

- (1) Value realized upon exercise of option awards is based on the difference between the exercise price and the closing value of the Company's stock on the date of exercise (or sale price if the exercise was accompanied by a sale transaction).
- (2) Includes restricted stock units that vested during the fiscal year.
- (3) Value realized on vesting of stock awards based on the closing value of the Company's common stock on the date of vesting.

**Nonqualified Deferred Compensation**

Pursuant to the Company's Supplemental Executive Retirement Plan, certain executives, including the named executive officers, may defer eligible compensation in excess of the maximum deferral amount allowed

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under the terms of the Company’s 401(k) Plan. Deferral elections are made by eligible executives each year for amounts to be contributed in the following year. Compensation that may be deferred into this non-qualified retirement plan includes employee and matching employer contributions that are in excess of the maximum deferral amount allowed under the terms of the 401(k) Plan. Payment of distributions to the participant under this non-qualified retirement plan may be made only upon the retirement, death, disability or other termination of employment with the Company and shall, generally, be paid in a lump sum six months following the date of such termination. No distributions from this non-qualified retirement plan may be made to a participant while still employed by Entegris. Participants are 100% vested with respect to participant and employer matching contributions. Participant accounts under this non-qualified retirement plan are credited with an investment return equivalent to that provided by the investment vehicles elected by the participant, which may be allocated among the same 27 investment funds as are offered with respect to the 401(k) Plan accounts.

**Fiscal Year 2016 Nonqualified Deferred Compensation Table**

The following table lists the deferred contributions by the named executive officers, by the Company for the benefit of the named executive officers and the aggregate earnings, withdrawals and account balances for the named executive officers during the fiscal year ended December 31, 2016 under the Entegris, Inc. Supplemental Executive Retirement Plan (SERP):

Name	Executive Contributions		Aggregate Earnings in Last FY <sup>(2)</sup>	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last FYE <sup>(3)</sup>
	in Last FY	Registrant Contributions in Last FY <sup>(1)</sup>			
	(\$)	(\$)	(\$)	(\$)	(\$)
(a)	(b)	(c)	(d)	(e)	(f)
Bertrand Loy	\$ 57,594	\$ 49,095	\$ 105,564	\$	\$ 1,124,667
Gregory B. Graves	\$ 12,637	\$ 16,595	\$ 35,422	\$	\$ 552,017
Todd J. Edlund	\$ 24,000	\$ 12,581	\$ 6,190	\$	\$ 114,383
William Shaner	\$	\$ 5,570	\$ 1,699	\$	\$ 26,102
Sue Lee	\$	\$	\$	\$	\$
Christian F. Kramer	\$ 8,710	\$ 9,219	\$ 1,470	\$ 35,419	\$ 9,219
Peter W. Walcott	\$	\$ 4,144	\$ 98,140	\$	\$ 1,013,079

- (1) The employer matching contribution reflected in column (c) is established by an offset formula which includes contributions to the employee’s 401(k) account in the calculation of the employer matching contribution under this non-qualified retirement plan. The amounts listed for each of the named executive officers in column (c) is detailed with respect to each named executive officer in footnote 7 to the Summary Compensation Table above in clause (b) of that footnote.
- (2) The amounts listed for each of the named executive officers in column (d) is determined by the size of the non-qualified retirement plan account of the respective named executive officers and by their respective investment elections under the SERP from among the same 27 investment funds that are offered under the Company’s 401(k) plan.
- (3) The amounts in column (f) represent the fully vested balance as of December 31, 2016 and include amounts deferred in previous years. These amounts include contributions reported in the summary compensation table for years 2015 and 2014 as follows: Mr. Loy, \$48,855 and \$41,492, respectively; Mr. Graves, \$17,979 and \$15,605, respectively; Mr. Edlund, \$10,142 and \$9,061, respectively, Mr. Shaner, \$5,039 and \$4,484, respectively, Mr. Kramer, \$8,289 and \$0, respectively; and Mr. Walcott, \$9,353 and \$9,865, respectively.

The Company also maintains a Deferred Compensation Plan that permits eligible participants, subject to certain restrictions, to defer a specified portion of his or her base salary, incentive compensation and stock compensation for a fixed period specified by the eligible participant at the time the deferral election is made. Eligible participants are those employees who qualify as highly compensated within the meaning of ERISA and

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who have been designated as eligible by the Management Development & Compensation Committee of the Company's Board of Directors. Amounts deferred under this plan receive notional earnings based on the investment performance of investments selected by the eligible participant from among the same selection of 27 investment funds as are offered under the Company's 401(k) plan. During 2016, none of the named executive officers participated in this plan.

**Potential Payments Upon Termination or Change In Control**

There are currently in effect Executive Change in Control Termination Agreements with Messrs. Loy, Graves and Edlund and Ms. Lee, as well as with five other executives to provide them with certain severance benefits in the event of a Change of Control of Entegris. Effective January 16, 2017, the Executive Change in Control Termination Agreement between Mr. Shaner and the Company was terminated by mutual agreement. A Change in Control shall be deemed to have occurred when any person becomes the beneficial owner, directly or indirectly, of 30% or more of the Company's then outstanding Common Stock, if those members who constituted a majority of the Board of Directors cease to be so or if an agreement for the merger or other acquisition of the Company is consummated. If during the two-year period following a Change in Control the executive's employment is terminated or if the executive terminates employment for good cause (as defined in the agreement generally certain adverse changes to the terms or conditions of the executive's employment), a so-called "double trigger", then the executive will become immediately entitled to:

- (i) payment of all unpaid compensation and expenses earned or incurred prior to the date of termination;
- (ii) a lump-sum severance payment equal to the sum of two times the executive's base salary plus two times the greater of the highest annual bonus during the three years prior to termination or target bonus for the year of termination;
- (iii) medical, dental and life insurance benefits for executive and executive's family members for a period of two years following the date of termination;
- (iv) immediate vesting of all unvested equity awards. In addition, in the case of stock options, the ability to exercise stock options for a period of up to one year following such termination (or, if earlier, until the expiration date of the options); and
- (v) up to \$15,000 of outplacement services.

*Estimate of Change in Control Severance Benefits.* The following table estimates potential payments following a change in control if our named executive officers were terminated by us without cause or if the named executive officer terminated for good reason on December 31, 2016:

Name (a)	Salary (\$) (b)	Cash Variable Compensation Payment <sup>(1)</sup> (c)	Insurance and other Benefits <sup>(2)</sup> (d)	Net Value of In-The Money Options <sup>(3)</sup> (e)	Aggregate Value of Restricted Stock, Restricted Stock Units and Performance Share Units <sup>(4)</sup> (f)	Total (g)
Bertrand Loy	\$ 1,664,000	\$ 1,813,760	\$ 55,053	\$ 3,325,023	\$ 5,036,451	\$ 11,894,287
Gregory B. Graves	\$ 850,000	\$ 694,875	\$ 41,500	\$ 1,155,557	\$ 1,751,515	\$ 4,493,447
Todd J. Edlund	\$ 900,000	\$ 735,750	\$ 55,053	\$ 767,778	\$ 1,308,025	\$ 3,766,606
William Shaner <sup>(5)</sup>	\$ 690,000	\$ 451,260	\$ 55,053	\$ 612,558	\$ 924,427	\$ 2,733,298
Sue Lee	\$ 650,000	\$ 357,500	\$ 55,053	\$	\$ 402,893	\$ 1,465,446

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- (1) These amounts are based upon the 2016 variable compensation pay out rate of 109%, being the highest in the three years ended December 31, 2016.

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- (2) Reflects the premiums to be paid by the Company to provide the named executive officer with health and dental benefits substantially similar to those they were receiving as of December 31, 2016 (with an assumed 5% premium increase per year on medical insurance); the premiums to be paid by the Company to provide the named executive officer with continuation of group term life insurance as well as the cost paid by the Company for the outplacement allowance referred to above.
- (3) Reflects the net value of in-the-money unvested stock options based on the closing price of the Company's stock on the last trading day of 2016. The net value of in-the-money vested and unvested stock options based on the closing price of the Company's stock on the last trading day of 2016, is: (a) in the case of Mr. Loy \$6,459,525; (b) in the case of Mr. Graves \$1,523,372; (c) in the case of Mr. Edlund \$1,173,600; and (d) in the case of Mr. Shaner \$1,484,514.
- (4) Reflects the value of restricted stock units and performance share units, which are calculated assuming the Company achieves target performance, still subject to restrictions and valued based on the closing price of the Company's stock on the last trading day of 2016 (\$17.90).
- (5) Effective January 16, 2017, the Executive Change in Control Termination Agreement between Mr. Shaner and the Company was terminated by mutual agreement.

The change in control agreements for Mr. Graves and Mr. Edlund also provide for an additional tax gross-up payment to the executive of an amount sufficient to satisfy, on an after-tax basis, any excise tax payable by such executive under Section 4999 of the Internal Revenue Code of 1986 as a result of any payments or benefits received by him. The change in control agreements also include a confidentiality covenant and two year post-termination non-competition and non-solicitation covenants by each named executive officer. As noted above, pursuant to the Company's policy, new change in control agreements entered into after 2013 do not contain any change in control tax gross-up provisions.

*Severance Benefits in Connection with Termination.* As describe above in Chief Executive Officer Compensation and Employment Agreements, Mr. Loy and Mr. Graves have certain agreements with the Company that provide for severance in the event they are terminated by us without cause or if they are terminated for good reason. Please see those discussions for a detailed description of the terms of those agreements and a description of the estimated payments and benefits in the event they are terminated by us without cause or if they are terminated for good reason.

***Management Development & Compensation Committee Interlocks and Insider Participation***

The current members of the Management Development & Compensation Committee of the Company's Board of Directors are James F. Gentilcore, Chairman, Michael A. Bradley, R. Nicholas Burns, and James P. Lederer. No member of the Management Development & Compensation Committee was at any time during fiscal year 2016 an officer or employee or former officer or employee of either the Company or of any subsidiary, nor has any member of such Committee had any relationship with Entegris requiring disclosure under Item 404 of Regulation S-K under the Securities Act of 1933.

During fiscal 2016, no executive officer of the Company has served as a director or member of the compensation committee (or other committee serving an equivalent function) of any other entity, one of whose executive officers served as a director of or member of the Management Development & Compensation Committee of the Company.

**Table of Contents****MANAGEMENT DEVELOPMENT & COMPENSATION COMMITTEE REPORT**

The Management Development & Compensation Committee of the Company has reviewed and discussed the Compensation Discussion and Analysis as required by Item 402(b) of Regulation S-K under the Securities Act of 1933 with management and, based on such review and discussions, the Committee recommended to the Company's Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

James F. Gentilcore, Chairman

Michael A. Bradley

R. Nicholas Burns

James P. Lederer

**OWNERSHIP OF ENTEGRIS COMMON STOCK****Management Holdings of Entegris Common Stock**

Except as noted therein, the following table sets forth information concerning the number of shares of Entegris Common Stock, \$0.01 par value, beneficially owned, directly or indirectly, by each director or nominee; each of the named executive officers and all directors and executive officers as a group as of April 7, 2017 or subject to acquisition by any of them within sixty days following that date. This information is based on information provided by each director, nominee and executive officer and the listing of such securities is not necessarily an acknowledgment of beneficial ownership. Unless otherwise indicated by footnote, the director, nominee or executive officer held sole voting and investment power over such shares.

Name of Beneficial Owner	Amount And Nature of Shares Beneficially Owned <sup>(1)(2)</sup>	% of Class <sup>(3)</sup>
Michael A. Bradley	65,424	*
Marvin D. Burkett	88,391 <sup>(4)</sup>	*
R. Nicholas Burns	46,139	*
Daniel W. Christman	85,097 <sup>(5)</sup>	*
Todd Edlund	195,312	*
Gregory B. Graves	58,464	*
James F. Gentilcore	28,233	*
James P. Lederer	13,126	*
Sue Lee	5,627	*
Bertrand Loy	965,169	*
Paul L.H. Olson	59,481	*
William Shaner	160,753	*
Brian F. Sullivan	103,213	*
All Directors and Executive Officers as a Group (19) persons (including those listed above):	<b>2,123,564<sup>(6)</sup></b>	1.5%

\* 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 named executive officers have the right to acquire within 60 days following April 7, 2017: Mr. Burns 7,500 shares; Mr. Loy 666,093 shares; Mr. Graves 52,305 shares; Mr. Edlund 114,632 shares; and Mr. Shaner 130,251 shares.





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- (2) Includes restricted stock units which are subject to forfeiture and other restrictions which lapse within 60 days following April 7, 2017 as follows: Mr. Bradley 9,735 shares; Mr. Burkett 9,735 shares; Mr. Burns 9,735 shares; Mr. Christman 9,735 shares; Mr. Gentilcore 9,735 shares; Mr. Lederer 9,735 shares; Mr. Olson 9,735 shares; Mr. Sullivan 9,735 shares; and Ms. Lee 5,627.
- (3) Calculated based on 141,704,104 issued and outstanding shares of Entegris common stock as of April 7, 2017.
- (4) Shares held in a trust for the benefit of Mr. Burkett and his wife.
- (5) Includes 695 shares held in the name of Mr. Christman's wife as to which he disclaims beneficial ownership.
- (6) Includes 1,117,096 shares subject to acquisition by executive officers and directors within 60 days following April 7, 2017 including those described in footnotes 1 and 2 above.

**Other Principal Holders of Entegris Common Stock**

Based on reports filed with the Securities and Exchange Commission through April 7, 2017, the following persons are believed by the Company to be the beneficial owners of more than 5% of Entegris common stock, the Company's only class of voting securities, as of December 31, 2016:

Name and address of beneficial owner	Amount and nature of beneficial ownership	Percent of class <sup>(1)</sup>
GMT Capital Corp. 2100 RiverEdge Parkway, Suite 840 Atlanta, GA 30328	12,743,400 <sup>(2)</sup>	9.0%
Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	10,749,850 <sup>(3)</sup>	7.6%
Shapiro Capital Management LLC 3060 Peachtree Road, Suite 1555 Atlanta, GA 30305	8,938,657 <sup>(4)</sup>	6.3%
BlackRock, Inc. 55 East 52 <sup>nd</sup> Street New York, NY 10022	8,909,168 <sup>(5)</sup>	6.3%

- (1) Calculated based on 141,704,104 outstanding shares of Entegris common stock as of April 7, 2017.
- (2) Based on information set forth in the Schedule 13G filed with the SEC on February 14, 2017 by GMT Capital Corp. ( GMT Capital ) relating to Entegris common stock, as owned by: (i) Bay Resource Partners, L.P. ( Bay I ) 1,971,410 shares, (ii) Bay II Resource Partners, L.P. ( Bay II ) 3,580,500 shares, (iii) Bay Resource Partners Offshore Master Fund, L.P. ( Offshore Fund ) 6,563,110 shares and (iv) Thomas E. Claugus 12,743,400. GMT Capital, the general partner of Bay I and Bay II, has the power to direct the affairs of Bay I and Bay II, including the voting and disposition of shares. As the discretionary investment manager of the Offshore Fund and certain other accounts, GMT Capital has power to direct the voting and disposition of shares held by the Offshore Fund and such accounts. Mr. Claugus is the President of GMT Capital and in that capacity directs the operations of each of Bay and Bay II and the voting and disposition of shares held by the Offshore Fund and separate client accounts managed by GMT Capital.
- (3) Based on information set forth in the Schedule 13G filed with the SEC on February 9, 2017 by Vanguard Group, Inc., a registered investment advisor ( Vanguard ), relating to Entegris common stock, Vanguard exercises sole dispositive power with respect to 10,502,391 of such shares, shared dispositive power with respect to 247,459 of such shares, sole voting power with respect to 238,359 of such shares and shared voting power with respect to 15,700 of such shares.

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- (4) Based on information set forth in the Schedule 13G filed with the SEC on February 10, 2017 by Shapiro Capital Management LLC, an investment advisor ( Shapiro ), relating to Entegris common stock, Shapiro exercises sole dispositive power with respect to 8,938,657 shares, shared dispositive power with respect to no shares, sole voting power with respect to 8,105,407 shares and shared voting power with respect to 833,250 shares.
- (5) Based on information set forth in the Schedule 13G filed with the SEC on January 24, 2017 by BlackRock, Inc., a parent holding company ( Blackrock ), relating to Entegris common stock, Blackrock exercises sole dispositive power with respect to 8,909,168 shares, shared dispositive power with respect to no shares, sole voting power with respect to 8,534,918 shares and shared voting power with respect to no shares.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and officers and persons who own more than 10 percent of Entegris Common Stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of Entegris common stock. Entegris is required to disclose any failure to file these reports by the required due dates. During 2016, only one such report, a Form 4 reporting Mr. Haris' automatic withholding of 657 shares to cover tax implications associated with restricted stock vesting was filed late through administrative error.

**REPORT OF THE AUDIT & FINANCE COMMITTEE**

The Audit & Finance Committee is currently composed of four members and acts under a written charter adopted by the Board of Directors. The members of the Audit & Finance Committee are independent directors, as defined in the Audit & Finance Committee Charter and in the NASDAQ Stock Market, Inc. Marketplace Rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended.

The Audit & Finance Committee reviewed the Company's audited financial statements for the fiscal year ended December 31, 2016 and discussed these financial statements with the Company's management. Management is responsible for the Company's internal controls and the financial reporting process. Management represented to the Audit & Finance Committee that the Company's financial statements had been prepared in accordance with accounting principles generally accepted in the United States. The Audit & Finance Committee selected KPMG LLP to serve as the Company's independent registered public accounting firm for 2016, which selection was ratified by the Stockholders at the 2016 Annual Meeting of Stockholders. The Company's independent registered public accounting firm is responsible for performing an audit of the Company's financial statements in accordance with auditing standards generally accepted in the United States and to issue a report on those financial statements. More specifically, the Audit & Finance Committee reviews, evaluates, and discusses with the Company's management and with the independent registered public accounting firm, the following matters:

the plan for, and report of the independent registered public accounting firm on each audit of the Company's financial statements;

the Company's financial disclosure documents, including all financial statements and reports filed with the Securities and Exchange Commission or sent to stockholders;

changes in the Company's accounting practices, principles, controls or methodologies; significant developments or changes in accounting rules applicable to the Company; and

the adequacy of the Company's internal controls and accounting, financial and auditing personnel and the areas of risk that could impact the Company's business.

The Audit & Finance Committee also reviewed and discussed the audited financial statements and the matters required by Public Company Accounting Oversight Board (PCAOB) Audit Standard No. 1301

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(*Communications with Audit Committees*) with KPMG LLP, the Company's independent registered public accounting firm for 2016. PCAOB Audit Standard No. 1301 (*Communications with Audit Committees*) requires the Company's independent registered public accounting firm to discuss with the Company's Audit & Finance Committee, among other things, the following:

methods to account for significant unusual transactions;

the effect of significant accounting policies in controversial or emerging areas for which there is a lack of authoritative guidance or consensus;

the process used by management in formulating particularly sensitive accounting estimates and the basis for the auditors' conclusions regarding the reasonableness of those estimates; and

disagreements with management over the application of accounting principles, the basis for management's accounting estimates and the disclosures in the financial statements.

KPMG LLP also provided the Audit & Finance Committee with the written disclosures and the letter required by Public Company Accounting Oversight Board (PCAOB) Rule 3526 (*Communication with Audit Committees Concerning Independence*). PCAOB Rule 3526 requires auditors annually to disclose in writing all relationships that in the auditor's professional opinion may reasonably be thought to bear on independence, confirm their perceived independence and engage in a discussion of independence. The Audit & Finance Committee discussed with the independent registered public accounting firm the matters disclosed in this communication and that firm's independence from Entegris. The Audit & Finance Committee also considered whether the provision of the audit related and tax services to Entegris by the independent registered public accounting firm, which are referred to under PROPOSAL 2 – RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 below, is compatible with maintaining such auditors' independence and concluded that the independent registered public accounting firm met the specified independence standards.

Based on its discussions with management and the independent registered public accounting firm, and its review of the representations and information provided by management and the independent registered public accounting firm, the Audit & Finance Committee recommended to the Company's Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

In performing all of these functions, the Audit & Finance Committee acts only in an oversight capacity. The members of the Audit & Finance Committee have necessarily relied on the information, opinions, reports and statements presented to them by Entegris management, which has the primary responsibility for financial statements and reports. The members of the Audit & Finance Committee have also relied on the work and assurances of the Company's independent registered public accounting firm, who in their report express an opinion on the Company's annual financial statements. Accordingly, while the Audit & Finance Committee recommended to the Company's Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K as described above, the foregoing oversight procedures do not assure that management has maintained adequate financial reporting processes and controls, that the financial statements are accurate, or that the audit would detect all inaccuracies or flaws in the Company's financial statements. The information set forth in this report of the Audit & Finance Committee is not soliciting material, deemed to be filed with the Securities and Exchange Commission and is not incorporated by reference into any filings of the Company under the Securities Exchange Act of 1934, as amended, irrespective of any general incorporation language contained in any such filing.

**AUDIT & FINANCE COMMITTEE**

James P. Lederer, *Chairman*

Marvin D. Burkett

James F. Gentilcore

Brian F. Sullivan



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KPMG LLP ( KPMG ), independent registered public accounting firm, has reported on the Company's consolidated financial statements for the years ended December 31, 2016, 2015 and 2014. The Audit & Finance Committee selected KPMG as the Company's independent registered public accounting firm for 2017 and has also reviewed and approved the scope and nature of the services to be performed for Entegris by that firm. Representatives of KPMG are expected to be present at the Annual Meeting to make a statement if they wish to do so, and to respond to appropriate stockholder questions. The engagement agreement entered into with KPMG for fiscal year 2017 is subject to mediation and arbitration procedures as the sole method for resolving disputes.

Ratification of the selection of the Company's independent registered public accounting firm is not required to be submitted to a vote of the stockholders of the Company. The Sarbanes-Oxley Act of 2002 requires the Audit & Finance Committee to be directly responsible for the appointment, compensation and oversight of the audit work of the independent registered public accounting firm. However, the Board of Directors is submitting this matter to the stockholders for ratification as a matter of good corporate governance. If the selection of KPMG is not ratified by the majority of the votes cast by the stockholders entitled to vote at the Annual Meeting, the Audit & Finance Committee will reconsider whether to retain KPMG, and may retain that firm or another firm without re-submitting the matter to the Company's stockholders. Even if stockholders vote in favor of ratification of the appointment, the Audit & Finance Committee may, in its discretion, direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and the stockholders.

Representatives of KPMG regularly attend meetings of the Audit & Finance Committee. The Audit & Finance Committee pre-approves and reviews audit and non-audit services performed by KPMG as well as the fees charged by KPMG for such services. In its pre-approval and review of non-audit service fees, the Audit & Finance Committee considers, among other factors, the possible effect of the performance of such services on the auditors' independence. To avoid potential conflicts of interest in maintaining auditor independence, publicly traded companies are prohibited from obtaining certain non-audit services from its independent registered public accounting firm. In 2016 and 2015, we did not obtain any of these prohibited services from KPMG. Entegris uses other accounting firms for these types of non-audit services. For additional information concerning the Audit & Finance Committee and its activities with KPMG, see Corporate Governance and Report of the Audit & Finance Committee above.

**Audit Fees**

Aggregate fees for professional services rendered for the Company by KPMG for the fiscal years ended December 31, 2016 and 2015 were:

Service	2016	2015
Audit Fees	\$ 1,638,000	\$ 1,770,000
Audit Related Fees	\$	\$
Tax Fees	\$ 567,000	\$ 668,000
All Other Fees	\$	\$
<b>Total</b>	<b>\$ 2,205,000</b>	<b>\$ 2,438,000</b>

The *Audit* services for the years ended December 31, 2016 and 2015 consisted of professional services rendered for the integrated audit of the Company's consolidated financial statements and its internal control over financial reporting, as required by the Sarbanes-Oxley Act of 2002; the statutory audits of certain of the Company's foreign subsidiaries; the review of the Company's interim consolidated financial statements in quarterly reports to the SEC; and the services normally provided by the independent registered public accounting firm in connection with statutory and regulatory filings with the SEC.

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The fees for *Tax* services for the year ended December 31, 2016 and 2015 were for tax planning services performed in connection with an internal restructuring of certain of our foreign subsidiaries, tax matters relating to a management hub in Singapore and transfer pricing of the Company's products, as well as for services related to tax compliance, tax planning and tax advice for the Company.

There were no fees for *All Other* services for the years ended December 31, 2016 or 2015.

The charter of the Audit & Finance Committee requires the pre-approval of all non-audit services before any such non-audit services are performed for the Company. The charter of the Audit & Finance Committee is posted on the Company's web site <http://www.Entegris.com> under Investors' Corporate Governance. The Audit & Finance Committee adopted pre-approval policies and procedures with respect to audit and permissible non audit services ( *Services* ). Under this policy, *Services* must receive either a general pre-approval or a specific pre-approval by the Audit & Finance Committee. The grant of a general pre-approval of *Services* is limited to identified *Services* that have been determined not to impair the independence of the independent registered public accounting firm and must include a maximum fee level for the *Services* approved. A request for specific pre-approval must include detailed information concerning the scope of the *Services* and the fees to be charged. The policy also provides for a special delegation of pre-approval authority to the Chairman of the Audit & Finance Committee where the commencement of *Services* is required prior to the next scheduled meeting of the Audit & Finance Committee and it is impractical to schedule a special meeting; any such pre-approval by the Chairman is subject to review by the full Audit & Finance Committee. All of the fees listed as paid for 2016 and 2015 in the table above received pre-approval by the Company's Audit & Finance Committee.

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THE RATIFICATION OF THE SELECTION OF KPMG AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.**

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**PROPOSAL 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION**

The following proposal gives our stockholders the opportunity to vote to approve or not approve, on an advisory basis, the compensation of our named executive officers, who are listed in the Summary Compensation Table above. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and our compensation philosophy, policies and practices, as disclosed under the Executive Compensation section of this proxy statement. We are providing this vote as required by Section 14A of the Securities Exchange Act of 1934, as amended. Accordingly, for the reasons discussed in the Compensation Discussion & Analysis section of this proxy statement, we are asking our stockholders to vote **FOR** the adoption of the following resolution:

RESOLVED: That the stockholders of Entegris, Inc. ( Entegris ) hereby approve, on an advisory basis, the compensation paid to Entegris named executive officers, as disclosed in Entegris Proxy Statement for the 2017 Annual Meeting of Stockholders under the heading entitled Compensation of Executive Officers pursuant to Item 402 of Regulation S-K including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

While we intend to carefully consider the voting results of this proposal, the final vote is advisory in nature and therefore not binding on us, our Board of Directors or the Management Development & Compensation Committee. Our Board of Directors and the Management Development & Compensation Committee value the opinions of all of our stockholders and will consider the outcome of this vote when making future compensation decisions for our named executive officers.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ADOPTION OF THE ABOVE RESOLUTION INDICATING APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.**



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**PROPOSAL 4 ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES  
ON EXECUTIVE COMPENSATION**

The following proposal gives our stockholders the opportunity to vote, on an advisory basis, on the frequency with which we include in our proxy statement an advisory vote, similar to Proposal 3 above, to approve or not approve the compensation of our named executive officers. By voting on this proposal, stockholders may indicate whether they prefer that we seek such an advisory vote every one, two, or three years. Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, we are required to hold an advisory stockholder vote to determine the frequency of the advisory stockholder vote on executive compensation at least once every six years.

After careful consideration of this proposal, our Board of Directors determined that an advisory vote on executive compensation that occurs annually is the most appropriate alternative for the Company and therefore recommends a vote for an annual advisory vote. In reaching its recommendation, our Board of Directors considered our ownership structure and that an annual advisory vote would permit closer shareholder interaction with our compensation programs. Our Board of Directors believes that an annual advisory vote on executive compensation will allow our stockholders to provide input on our compensation philosophy, policies and practices as disclosed in the proxy statement every year.

You may cast your vote on your preferred voting frequency by selecting the option of holding an advisory vote on executive compensation EVERY THREE YEARS , EVERY TWO YEARS or EVERY ONE YEAR, as recommended by the Board of Directors, or you may ABSTAIN. Your vote is not intended to approve or disapprove the recommendation of the Board of Directors. Rather, frequency of the shareholder vote on executive compensation (every 1, 2 or 3 years) will be determined by a plurality of votes cast FOR the year receiving the highest number of votes, even if such votes do not constitute a majority.

While we intend to carefully consider the voting results of this proposal, the final vote is advisory in nature and therefore not binding on us, our Board of Directors or the Management Development & Compensation Committee. Our Board and the Management Development & Compensation Committee value the opinions of all of our stockholders and will consider the outcome of this vote when making future decisions on the frequency with which we will hold an advisory vote on executive compensation.

**THE BOARD OF DIRECTORS RECOMMENDS THAT AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS BE HELD EVERY ONE YEAR.**

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**PROPOSAL 5 APPROVAL OF THE SECOND AMENDED AND RESTATED ENTEGRIS INCENTIVE PLAN**

**General**

As described in the Compensation Discussion and Analysis above, the Entegris Incentive Plan, as amended and restated in 2008 ( EIP ), is an important element of the Company's compensation program for its executives and employees. The EIP provides cash incentive compensation payable annually based on the Company's attainment of the performance criteria selected by the Management Development & Compensation Committee of the Board of Directors (the MD&CC ) for each year's awards. The EIP was first adopted by the Board of Directors in August 2005 and was amended and restated in 2008 to add performance criteria and limitations which were approved by the Stockholders of the Company at the Annual Meeting of Stockholders held May 7, 2008 and again at the Annual Meeting of Stockholders held April 30, 2015.

After a review of the EIP and the Company's compensation policies by the MD&CC, with the assistance of the committee's compensation consultant, the MD&CC decided to recommend an amendment to the EIP. Accordingly, August 3, 2016, the Board of Directors, upon the recommendation of the MD&CC, adopted, the following amended and restated incentive plan (as so amended, the Second Amended and Restated Incentive Plan ), subject to the approval of stockholders. The Second Amended and Restated Incentive Plan will increase the maximum total dollar value of any performance-based cash awards or other cash-based awards that can be paid to any participant in a single fiscal year from \$1,000,000 to \$3,000,000.

**Section 162(m)**

The Second Amended and Restated Incentive Plan is structured to satisfy the requirements for performance-based compensation within the meaning of Section 162(m) of the Internal Revenue Code (the Code ) and related IRS regulations to preserve the deductibility of the compensation under the Second Amended and Restated Incentive Plan. In general, Section 162(m) of the Code denies a publicly held corporation a deduction for U.S. federal income tax purposes for compensation in excess of \$1,000,000 per year per person to its chief executive officer and the three other most highly compensated officers whose compensation is disclosed in its proxy statement (other than the chief financial officer), subject to certain exceptions. An exception to this rule applies to compensation that is paid pursuant to an incentive compensation plan approved by stockholders and that specifies, among other things, the maximum size of awards to eligible participants under such plan during a specified period and the performance criteria upon which awards will be based. The Second Amended and Restated Incentive Plan is intended to satisfy the requirements of Section 162(m) and the rules issued thereunder in order to qualify awards made under the Second Amended and Restated Incentive Plan as performance compensation under Section 162(m). In order to preserve the Company's ability to deduct for federal income tax purposes the payments made under the Second Amended and Restated Incentive Plan to certain of its executives, Section 162(m) of the Code and the regulations issued thereunder require that the Company's stockholders approve the material terms of these performance criteria as approved and recommended by our Board of Directors.

**Description of the Second Amended and Restated Incentive Plan**

The principal features of the Second Amended and Restated Incentive Plan are summarized in this proxy statement. Stockholders should read the Second Amended and Restated Incentive Plan for a full statement of its legal terms and conditions. The full text of the Second Amended and Restated Incentive Plan is attached as Annex A to the proxy statement.

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### **Purpose and Eligibility**

The purpose of the Second Amended and Restated Incentive Plan is to motivate, incentivize and retain key senior managers and employees of the Company by establishing a correlation between the variable cash compensation awarded to the participants in the Second Amended and Restated Incentive Plan and the Company's financial performance. Participants in the Second Amended and Restated Incentive Plan may include any executive or other Entegris employee designated by the MD&CC by name or position. The MD&CC has determined that all executives, all non-sales U.S. employees and selected overseas employees participate in the Second Amended and Restated Incentive Plan, a group consisting of approximately 3,416 employees as of December 31, 2016.

### **Administration**

The Second Amended and Restated Incentive Plan is administered by the MD&CC. Members of the MD&CC must qualify as outside directors under Section 162(m) of the Code. Subject to the terms of the Second Amended and Restated Incentive Plan, the MD&CC has sole discretion to:

Select the employees who will be eligible to receive awards;

Determine the maximum award for each participant;

Determine the performance goals that must be achieved before any actual awards are paid;

Establish a payout formula for awards;

Increase, decrease or eliminate any award payment under the Second Amended and Restated Incentive Plan, in its discretion; and

Interpret the provisions of the Second Amended and Restated Incentive Plan.

#### **Determination of Award Criteria under the Second Amended and Restated Incentive Plan**

During the first 90 days of each fiscal year, the MD&CC will select the performance criteria for Second Amended and Restated Incentive Plan awards during the year. The MD&CC may choose to set target goals: (i) in absolute terms; (ii) in relative terms (including, but not limited to, the passage of time and/or against other companies' performance, industry indices or other balance sheet driven or operating statement driven financial metrics); (iii) on a per share and/or per capita basis; (iv) against the performance of Entegris as a whole or against particular segments or products of Entegris; and/or (v) on a pre-tax or after-tax basis. The MD&CC also will determine whether any element(s) will be included in or excluded from the calculations and whether or not such determinations result in any performance goal being measured on a basis other than generally accepted accounting principles. For example, the MD&CC may decide to ignore the effect of mergers or acquisitions in the calculations. A performance period shall generally be a fiscal year, but may also be any such other period of time which does not exceed three fiscal years as determined in the sole and absolute discretion of the MD&CC. As discussed below, the Second Amended and Restated Incentive Plan contains a list of permissible performance criteria from which the MD&CC may choose performance targets each year.

#### **Payment of Awards Under the Second Amended and Restated Incentive Plan**

Subject to the terms and conditions of the Second Amended and Restated Incentive Plan, the Company pays awards during the first 90 days of the fiscal year subsequent to the fiscal year for which the award was earned, but not earlier than the completion of the audit for the fiscal year to which the award relates. Even if the performance goals have been met, a participant will receive no payment if the Company is not profitable on a GAAP net income basis.



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### **Amendment and Termination**

The Board of Directors may amend or terminate the Second Amended and Restated Incentive Plan at any time as it deems appropriate, provided that an amendment will be submitted to the shareholders of Entegris for requisite approval to the extent necessary to comply with the requirements of Section 162(m) of the Code, and such amendment, and any awards made to employees covered by Section 162(m) pursuant to such amendment, will not be effective without the required shareholder approval.

### **Limitations and Performance Criteria Included in the Second Amended and Restated Incentive Plan**

The Second Amended and Restated Incentive Plan includes the following limitations and performance criteria: (i) to impose a maximum award limit of \$3 million per individual; (ii) to require that the MD&CC certify that performance criteria with respect to any performance award under the Second Amended and Restated Incentive Plan have been met before any payout of that award is made; and (iii) to include the following list of performance criteria from which the MD&CC may select:

Net income or improvement in net income;

Adjusted net income or improvement in adjusted net income;

Earnings per share or improvement in earnings per share;

Net sales growth or improvement in net sales growth;

Cash flow or a simplified cash flow metric;

Gross margin;

Earnings before interest and taxes,

EBITDA;

Stock price;

Return on assets or net assets;

Operating income or improvement in operating income;

Return on capital employed;

Return on assets or net assets;

Return on invested capital;

Return on equity and return on adjusted equity;

Reductions in certain asset or cost categories; and

Comparisons with other peer companies or industry groups, indices or classifications with regard to one or more of the foregoing criteria.

At the 2017 Annual Meeting of Stockholders, we are seeking the approval of the Second Amended and Restated Incentive Plan to increase the maximum award limit that can be paid to any participant in the EIP in a single calendar year from \$1,000,000 to \$3,000,000. The Second Amended and Restated Incentive Plan is being submitted to the stockholders for approval so that cash awards under the plan will qualify as performance-based compensation. A vote in favor of approving the Second Amended and Restated Incentive Plan will be a vote approving all the material terms and conditions of the plan for purposes of the performance-based exemption under Section 162(m), including the performance measures, eligibility requirements and limits on various awards, in each case as described above.



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**Actual Awards under the Second Amended and Restated Incentive Plan**

The amounts paid to the named executive officers under the Second Amended and Restated Incentive Plan for the last three completed fiscal years are set forth in the Summary Compensation Table above in column (g) Non-Equity Incentive Plan Compensation. Awards under the Second Amended and Restated Incentive Plan are determined based on actual future performance of the Company. As a result, future actual awards cannot now be determined.

Actual awards paid, if any, under the Second Amended and Restated Incentive Plan for fiscal year 2017 will be calculated based on actual performance pursuant to the goals established by the MD&CC. For fiscal 2017, the MD&CC has selected two criteria: actual net income determined in accordance with generally accepted accounting practices, subject to specific adjustments for unusual and non-recurring events, as established by the MD&CC, weighted at 75%; and the achievement of key business objectives specified by the MD&CC, weighted at 25%. Because our executive officers are eligible to receive awards under the Second Amended and Restated Incentive Plan our executive officers have an interest in this proposal.

**Reasons for Amendment and Restatement of the EIP**

The Board believes the Second Amended and Restated Incentive Plan provides incentives for superior work and motivates the Company's executives toward higher levels of achievement and exceptional business results. The Board also believes the Second Amended and Restated Incentive Plan firmly ties the Company's executives' goals and interests to those of the Company and our stockholders, and that the amendment to increase the maximum bonus limit will enable us to attract and retain highly qualified senior executives. Payment of bonuses under the Second Amended and Restated Incentive Plan also provides for their deductibility under Section 162(m) of the Code.

To date, bonuses paid under the Second Amended and Restated Incentive Plan have not exceeded the maximum of \$1,000,000 previously permitted by the EIP. However, depending upon the Company's performance in 2017 and subsequent years, the successful achievement of annual financial and operating performance objectives established by the MD&DC, achieving over 100% of target could result in a cash bonus of greater than \$1,000,000 to certain named executive officers. Approving the Second Amended and Restated Incentive Plan will ensure that these bonuses remain deductible to the Company under Section 162(m). The Company does not expect bonuses paid under the Second Amended and Restated Incentive Plan in the near future to approach \$3,000,000 for any executive. However, if the Board determines that it is in the Company's best interest to attract and/or retain talent warranting potential bonuses of these levels, increasing the maximum under the Second Amended and Restated Incentive Plan will allow us to do so more cost-effectively by making these bonuses deductible.

**Recommendation of the Board**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSAL TO APPROVE THE SECOND AMENDED AND RESTATED ENTEGRIS INCENTIVE PLAN. PROXIES SOLICITED BY THE BOARD OF DIRECTORS WILL BE VOTED FOR THIS PROPOSAL UNLESS A CONTRARY VOTE IS SPECIFIED.**

The affirmative FOR vote of a majority of those shares present in person or represented by proxy at the meeting and entitled to vote is required to approve this proposal. Abstentions will be counted toward a quorum and considered shares present in person or by proxy and entitled to vote. Accordingly, abstentions will have the effect of a vote against this proposal. Broker non-votes will have no effect on the approval of this proposal and will not be counted as votes cast. If the proposal is not approved, we may not be able to deduct the full amount of certain awards under the plan and the MD&CC will evaluate whether the compensation to the named executive officers without payment of such an award is competitive; in the event that the MD&CC determines that their compensation is not competitive, then it may consider alternative compensation arrangements or pay the awards without deductibility.

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**STOCKHOLDER PROPOSALS AND NOMINEES FOR 2018 ANNUAL MEETING**

Stockholder proposals submitted for inclusion in next year's proxy materials must be received by the Company no later than December 15, 2017 and must comply with the requirements of Rule 14a-8 under the Securities Exchange Act of 1934, as amended. Proposals should be addressed to the Senior Vice President, General Counsel and Secretary, Entegris, Inc., 129 Concord Road, Billerica, MA 01821.

Under the Company's By-Laws, any stockholder of record of Entegris may nominate candidates for election to the Board of Directors or present other business at an annual meeting if a written notice is delivered to the Secretary of Entegris at the Company's principal executive offices not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting. Such written notice must set forth: **(a)** as to each proposed nominee: **(i)** the name, age, business address and, if known, residence address of each such nominee, **(ii)** the principal occupation or employment of each such nominee, **(iii)** the number of shares of stock of the Company which are beneficially owned by each such nominee, **(iv)** any other information concerning the nominee that must be disclosed as to nominees in proxy solicitations pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (the Exchange Act), including such person's written consent to be named as a nominee and to serve as a director if elected; and **(v)** a statement whether such nominee, if elected, has agreed to tender, promptly following such election, an irrevocable resignation to be effective if, at the next meeting for the election of directors: **(A)** the director does not receive the majority vote required by Section 3.3 of the By-Laws and **(B)** the Board of Directors accepts such resignation; and **(b)** as to the stockholder giving the notice: **(i)** the name and address, as they appear on the Company's books, of such stockholder; **(ii)** the class and number of shares of the Company which are beneficially owned by such stockholder; **(iii)** the class or series and number of shares of capital stock of the Company that are beneficially owned by each associate of the stockholder or beneficial owner as of the date of the notice; **(iv)** a description of any agreement, arrangement or understanding (whether or not in writing) with respect to the business between or among such stockholder and any other person, including without limitation any agreements that would be required to be described or reported pursuant to Item 5 or Item 6 of Exchange Act Schedule 13D (regardless of whether the requirement to file a Schedule 13D is applicable to the shareholder or beneficial owner); **(v)** a description of any agreement, arrangement or understanding (whether or not in writing and including any derivative or short positions, profit interests, options, hedging transactions, and borrowed or loaned shares, regardless of whether settled in shares or in cash) that has been entered into as of the date of the stockholder's notice by, or on behalf of, such stockholder or beneficial owner, the effect or intent of which is to mitigate loss, manage risk or benefit from changes in the share price of any class or series of the Company's capital stock, or increase or decrease the voting power of the stockholder or beneficial owner with respect to shares of capital stock of the Company, including the notional number of shares that are the subject of such agreement, arrangement or understanding; **(vi)** a description of any agreement, arrangement or understanding (whether or not in writing) between or among such stockholder and any other person relating to acquiring, holding, voting or disposing of any shares of stock of the Company, including the number of shares that are the subject of such agreement, arrangement or understanding; and **(vii)** a description of all direct and indirect compensation and any other material agreement, arrangement, understanding or relationship during the past three years between or among such stockholder and its affiliates and associates, or others with whom such stockholder is acting in concert, on the one hand, and each such nominee and his or her affiliates and associates, or others with whom such nominee is acting in concert, on the other hand, including, without limitation, all information that would be required to be disclosed pursuant to Item 404 of Securities and Exchange Commission Regulation S-K if the stockholder making the nomination, or any affiliate or associate of such stockholder or person with whom the stockholder is acting in concert, were the registrant for purposes of such rule and the nominee were a director or executive officer of such registrant. Further, under the By-Laws, the Company may also require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company.

Under the Company's By-Laws, nominees for director submitted by stockholders for inclusion in the Company's 2018 proxy statement must be received no earlier than January 24, 2018 and not later than



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February 23, 2018. Unless the information specified above is received by Entegris at its headquarters at 129 Concord Road, Billerica, MA 01821, Attention: Senior Vice President, General Counsel and Secretary, within such period, nominees will not be included in the Company's 2018 proxy statement.

Likewise the By-Laws specify that the period for receipt of timely notice of stockholder proposals for submission to the Entegris 2018 Annual Meeting of Stockholders without inclusion in the Company's 2018 proxy statement is not earlier than January 24, 2018 and not later than February 23, 2018. Unless such notice is received by Entegris at its headquarters at 129 Concord Road, Billerica, MA 01821, Attention: Senior Vice President, General Counsel and Secretary, within such period, proxies with respect to such meeting will confer discretionary voting authority with respect to any such matter.

**FORM 10-K ANNUAL REPORT**

A copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 accompanies this proxy statement. Stockholders may obtain without charge an additional copy of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, by writing to Gregory B. Graves, Executive Vice President & Chief Financial Officer, Entegris, Inc. at the Company's offices at 117 Jonathan Boulevard N, Chaska MN 55318. In addition, the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 is available through the web site of the Securities and Exchange Commission ([www.sec.gov](http://www.sec.gov)) on the EDGAR database as well as on the Company's web page [www.Entegris.com](http://www.Entegris.com) in the Investors' section under the heading Financial Information SEC Filings.

**OTHER BUSINESS**

The Board of Directors is not aware of any other business to come before the Annual Meeting of Stockholders. However, if other matters properly come before the meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy in accordance with their judgment as to such matters.

By Order of the Board of Directors,

Sue Lee

*Senior Vice President, General Counsel & Secretary*

Billerica, Massachusetts

April 14, 2017

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APPENDIX A

ENTEGRIS, INC.

SECOND AMENDED AND RESTATED

ENTEGRIS INCENTIVE PLAN

ARTICLE 1. PURPOSE

The purpose of the Entegris Incentive Plan ( EIP ) is to motivate, incent and retain key senior managers and employees of Entegris, Inc. (the Company ). It is designed to link the variable cash compensation of employees primarily to the financial performance of the Company but also, in the case of senior managers, to individual achievement.

ARTICLE 2. ADMINISTRATION

The EIP shall be administered by the Management Development and Compensation Committee (the Committee ) of the Board of Directors. The Committee shall have the authority to adopt, amend and rescind rules and regulations for the administration of the EIP and for its own acts and proceedings and to decide all questions and settle all controversies and disputes which may arise in connection with the EIP. Without limiting the foregoing, the Committee in its sole discretion may increase, decrease or eliminate any award payment hereunder. All decisions, determinations and interpretations of the Committee shall be final and binding upon all parties concerned.

The Committee shall approve all awards under the EIP. In the case of the CEO, and senior executives reporting directly to the CEO, each award shall be approved individually. In all other cases, the Committee may approve awards individually or in the aggregate, at its discretion.

ARTICLE 3. PARTICIPANTS

Management shall, from time to time, propose to the Committee the employees to be eligible (the Participants ) or no longer eligible for awards under the EIP. The Committee may approve (or disapprove) those employees individually or by guideline.

Current Participants are listed in **Appendix A**.

ARTICLE 4. AWARDS

**4.1.** Management shall propose to the Committee one or more formulae by which to calculate the awards to be made to Participants. Typically these formulae will be designed to provide for awards which will be based in part on overall corporate financial performance, business unit, function or geographic performance (where applicable) and individual performance. The Committee, however, shall be free to fashion awards under this EIP which, in its opinion, best achieve its Purpose. The Committee shall have authority, consistent with the EIP, to establish the periods during which awards may be earned, to determine the size and terms of the awards to be made to each Participant, to determine the time when awards will be made, and to prescribe the form of payment for awards.

**4.2.** This Section 4.2 applies to any performance award under the EIP ( Performance Award ) intended to qualify as performance based for the purposes of Section 162(m) of the Internal Revenue Code ( Section 162(m) ). In the case of any Performance Award to which this Section 4.2 applies, the EIP and such Award will be construed

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to the maximum extent permitted by law in a manner consistent with qualifying the Award for such exception. With respect to such Performance Awards, the Committee will pre-establish, in writing, one or more specific Performance Criteria no later than 90 days after the commencement of the period of service to which the performance relates (or at such earlier time as is required to qualify the Award as performance-based under Section 162(m)). Prior to grant or payment of the Performance Award, as the case may be, the Committee will certify whether the applicable Performance Criteria have been attained and such determination will be final and conclusive. No Performance Award to which this Section 4.2 applies may be granted after the first meeting of the stockholders of the Company held in 2013 until the listed performance measures set forth in the definition of Performance Criteria (as such definition may be amended from time to time) have been resubmitted to and reapproved by the stockholders of the Company in accordance with the requirements of Section 162(m), unless such grant is made contingent upon such approval. For purposes of this Section 4.2, the term Performance Criteria means specified criteria, other than the mere continuation of employment or the mere passage of time, the satisfaction of which is a condition for the pay-out of an Award. For purposes of Awards that are intended to qualify for the performance-based compensation exception under Section 162(m), a Performance Criterion will mean an objectively determinable measure of performance relating to any or any combination of the following (measured either absolutely or by reference to an index or indices and determined either on a consolidated basis or, as the context permits, on a divisional, subsidiary, line of business, project or geographical basis or in combinations thereof):

Net income or improvement in net income;

Adjusted net income or improvement in adjusted net income;

Earnings per share or improvement in earnings per share;

Net sales growth or improvement in net sales growth;

Cash flow;

Gross margin;

Operating margin;

Earnings before interest and taxes, EBITDA;

Stock price;

Return on assets or net assets;

Operating income or improvement in operating income;

Return on capital employed;

Return on assets or net assets,

Return on invested capital

Return on equity and return on adjusted equity;

Reductions in certain asset or cost categories; and

Comparisons with other peer companies or industry groups or classifications with regard to one or more of the foregoing criteria.

A Performance Criterion and any targets with respect thereto determined by the Committee need not be based upon an increase, a positive or improved result or avoidance of loss. To the extent consistent with the requirements for satisfying the performance-based compensation exception under Section 162(m), the Committee may provide in the case of any Award intended to qualify for such exception that one or more of the Performance Criteria applicable to such Award will be adjusted in an objectively determinable manner to reflect events (for example, but without limitation, acquisitions or dispositions) occurring during the performance period that affect the applicable Performance Criterion or

Criteria.

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4.3. No more than \$3,000,000 may be paid to any individual in any fiscal year of the Company under the EIP.

4.4. The specific award metrics and award formulae for each year shall be attached as Appendix B to the EIP.

**General Terms and Conditions**

No Employment Contract. The EIP does not, directly or indirectly, create in any employee or class of employees any right with respect to continuation of employment by the company, and it shall not be deemed to interfere in any way with the company's right to terminate, or otherwise modify, an employee's employment at any time. No employee shall have a right to be selected as a Participant for any year nor, having been selected a Participant in the EIP for one year, to be a Participant in any other year. Neither the EIP nor any award thereunder shall be an element of damages in any claim based upon discharge in violation of a contract unless the contract in question shall be in writing and shall make specific reference to variable compensation awards; nor shall this EIP or any rights thereto be regarded as an element of damages for wrongful discharge in any other context except to the extent that rights shall have accrued hereunder as of the date of discharge.

Successors, etc. The provisions of the EIP and the grant of any incentive payment shall inure to the benefit of all successors of each Participant, including without limitation such Participant's estate and the executors, administrators or trustees thereof, heirs and legatees, and any receiver, trustee in bankruptcy or representative of creditors of such Participant.

Amendments. The EIP may be amended or terminated at any time by the Board of Directors of the Corporation, and shall continue in effect until so terminated; provided however that no amendment or termination of the EIP shall adversely affect any right of any Participant with respect to any incentive payment previously made without such Participant's written consent.

Effective Date. Following adoption of the EIP by the Board of Director, the EIP shall be effective upon the date on which the EIP is approved by the affirmative vote of the holders of a majority of the shares present or represented and entitled to vote (and the affirmative vote of a majority of the shares voting) at a meeting of the Company's shareholders, or any adjournment thereof.

Governing Law. This EIP and all determinations made and actions taken hereunder shall be construed in accordance with the laws of the State of Delaware.

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**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 23, 2017. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on May 23, 2017. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

*ENTEGRIS, INC.*  
*ATTN: STEVEN CANTOR*  
*129 CONCORD RD.*  
*BILLERICA, MA 01821*

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E27490-P92986      KEEP THIS PORTION FOR YOUR  
RECORDS

DETACH AND RETURN THIS PORTION ONLY  
**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

**ENTEGRIS, INC.**  
**The Board of Directors recommends**  
**you vote FOR the following:**

1. Election of Directors

**Nominees:**

**For Against Abstain**

1a. Michael A. Bradley

**The Board of Directors recommends you vote FOR proposals 2.**

1b. R. Nicholas Burns

**For Against Abstain**

1c. Daniel W. Christman

**2. Ratify Appointment of KPMG LLP as Entegris, Inc.'s Independent Registered Public Accounting Firm for 2017.**

1d. James F. Gentilcore

1e. James P. Lederer

**The Board of Directors recommends you vote FOR proposal 3.**

1f. Bertrand Loy

**For Against Abstain**

1g. Paul L. H. Olson

**3. Approval, by non-binding vote, of the compensation paid to Entegris, Inc.'s named executive officers (advisory vote).**

1h. Brian F. Sullivan

**The Board of Directors recommends you vote 1 YEAR on the following proposal:**

**1 2 3 Years Abstain**  
**Year Years**

**4. To recommend, by non-binding**

vote, the frequency of executive compensation votes (advisory vote).

**The Board of Directors recommends you vote FOR proposal 5.**

**For   Against   Abstain**

5. Approval of the Second Amended and Restated Entegris Incentive Plan.

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]      Date

Signature      Date  
(Joint Owners)



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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement and 10-K Wrap are available at [www.proxyvote.com](http://www.proxyvote.com).

E27491-P92986

**ENTEGRIS, INC.**

**Annual Meeting of Stockholders**

**May 24, 2017 10:00 AM**

**This proxy is solicited by the Board of Directors**

By signing this proxy or granting your proxy by telephone or the Internet as described on the reverse side, you revoke all prior proxies and constitute and appoint Bertrand Loy, Gregory B. Graves and Sue Lee and each of them singly, your proxies and attorneys with the powers you would possess if personally present and with full power of substitution, to vote all shares of Common Stock of Entegris, Inc. held by you or in respect of which you would be entitled to vote or act at the Annual Meeting of Stockholders of Entegris, Inc. to be held at the Headquarters of Entegris, Inc., 129 Concord Road, Billerica, MA, on May 24, 2017 at 10:00 a.m. local time and at any adjournments of said meeting upon all subjects that may properly come before the meeting, subject to any directions indicated on this proxy.

**IF NO DIRECTIONS ARE GIVEN ON THE REVERSE SIDE, THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED FOR ALL EIGHT NOMINEES; FOR THE RATIFICATION OF THE INDEPENDENT PUBLIC ACCOUNTING FIRM; FOR THE APPROVAL OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION; FOR ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS TO BE HELD EVERY ONE YEAR ; FOR THE APPROVAL OF THE SECOND AMENDED AND RESTATED ENTEGRIS INCENTIVE PLAN, AND IN THE DISCRETION OF THE NAMED PROXIES AS TO ANY OTHER MATTER THAT MAY COME BEFORE THE ANNUAL MEETING OF STOCKHOLDERS OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.**

**Continued and to be signed on reverse side**

