

RESOLVED, To foster greater diversity on the Entegris board of directors, shareholders request that the board adopt a policy (the "Policy") requiring that the initial list of candidates from which new management-supported director nominees are selected (the "Initial List") by the Governance and Nominating Committee should include, but need not be limited to, qualified women and minority candidates. The Policy should provide that any third-party consultant asked to furnish an Initial List will be requested to include such candidates.

Supporting Statement

Shareholders believe that diversity is a critical attribute of a well-functioning board and a measure of sound corporate governance. Currently, Entegris' board is 13% gender diverse. This unfavorably compares to the Standard & Poor's Composite 1500, where women hold 20% of board seats, and U.S. company boards more broadly, which average 17% gender diversity (as reported in ISS' 2018 U.S. Board Study: Board Diversity Review).

Research confirms the strong business case for diversity on corporate boards. A McKinsey study found that companies in the top quartile for gender diversity in corporate leadership had a 21% likelihood of outperforming bottom-quartile industry peers on profitability. Similarly, leaders in racial and ethnic diversity are 33% more likely to outperform peers on profitability. (<https://www.mckinsey.com/business-functions/organization/our-insights/delivering-through-diversity>)

Companies may inadvertently narrow the candidate pool in new director searches by requiring candidates to have Chief Executive (CEO) or C-Suite experience. Given that roughly 72% of CEOs in the Fortune 500 are white men, (<http://fortune.com/2017/10/18/american-express-ceo-ken-chenault-black/>) boards with "prior executive experience" policies may be less likely to select women and minority candidates simply because there are fewer of these candidates.

Entegris' Governance and Nominating Committee charter affirms that the role of the committee is to make recommendations "with respect to the size and composition of the Board of Directors and establish procedures for the nomination process." The committee is also responsible for reviewing its charter "at least annually and recommend[ing] any changes to the Board of Directors for approval." Shareholders believe adopting a policy that facilitates the consideration of women and minority candidates for every open director seat enhances the nomination process and will assist the Committee in developing a diverse Board.

The Nominating and Governance Committees of Amazon, Facebook, Intel, Costco, Home Depot, Oracle, McDonald's, Marten Transport, Marathon Petroleum, and United Continental have all adopted diverse search policies for their directors. Additionally, key leaders in the business community support this policy direction. In its 2016 Principles of Corporate Governance, the Business Roundtable calls on boards to "develop a framework for identifying appropriately diverse candidates that allows the nominating/governance committee to consider women, minorities, and others with diverse backgrounds as candidates for each open board seat." (<http://businessroundtable.org/corporate-governance>)