## Safe Harbor

This presentation contains forward-looking statements. The words "believe," "expect," "anticipate," "intend," "estimate," "forecast," "project," "should," "may," "will," "would" or the negative thereof and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include statements related to future period guidance; future net revenue, operating expenses, net income, diluted earnings per common share, non-GAAP operating expenses, non-GAAP net income, diluted non-GAAP earnings per common share, and other financial metrics; future repayments under the Company's credit facilities; the Company's performance relative to its markets, including the drivers of such performance; the impact, financial or otherwise, of any organizational changes; market and technology trends, including the expected impact of the Covid-19 pandemic; the development of new products and the success of their introductions; the Company's capital allocation strategy, which may be modified at any time for any reason, including share repurchases, dividends, debt repayments and potential acquisitions; the impact of the acquisitions the Company has made and commercial partnerships the Company has established; the Company's ability to execute on its strategies; and other matters. These statements involve risks and uncertainties, and actual results may differ materially from those projected in the forward-looking statements. These risks and uncertainties include, but are not limited to, risks related to the Covid-19 pandemic on the global economy and financial markets, as well as on the Company, our customers and suppliers, which may impact our sales, gross margin, customer demand and our ability to supply our products to our customers; weakening of global and/ or regional economic conditions, generally or specifically in the semiconductor industry, which could decrease the demand for the Company's products and solutions; the Company's ability to meet rapid demand shifts; the Company's ability to continue technological innovation and introduce new products to meet customers' rapidly changing requirements; the Company's concentrated customer base; the Company's ability to identify, effect and integrate acquisitions, joint ventures or other transactions; the Company's ability to effectively implement any organizational changes; the Company's ability to protect and enforce intellectual property rights; operational, political and legal risks of the Company's international operations; the Company's dependence on sole source and limited source suppliers; the increasing complexity of certain manufacturing processes; raw material shortages, supply constraints and price increases; changes in government regulations of the countries in which the Company operates; fluctuation of currency exchange rates; fluctuations in the market price of the Company's stock; the level of, and obligations associated with, the Company's indebtedness; and other risk factors and additional information described in the Company's filings with the Securities and Exchange Commission, including under the heading "Risks Factors" in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, filed on February 7, 2020, and in the Company's other periodic filings. The Company assumes no obligation to update any forward-looking statements or information, which speak as of their respective dates.
This presentation contains references to "Adjusted EBITDA," "Adjusted EBITDA - as a \% of Net Sales," "Adjusted Operating Income," "Adjusted Operating Margin," "Adjusted Gross Profit," "Adjusted Gross Margin - as a \% of Net Sales," "Adjusted Segment Profit," "Adjusted Segment Profit Margin," "Non-GAAP Operating Expenses," "Non-GAAP Tax Rate," "Non-GAAP Net Income," "Non-GAAP Earnings per Share," and "Diluted Non-GAAP Earnings per Common Share" that are not presented in accordance GAAP. The non-GAAP financial measures should not be considered in isolation or as a substitute for GAAP financial measures but should instead be read in conjunction with the GAAP financial measures. Further information with respect to and reconciliations of such measures to the most directly comparable GAAP financial measure can be found attached to this presentation.

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## Second Quarter 2020 Financial Summary

Entegris

| $\$ 448 \mathrm{M}$ <br> revenue | +18\% ${ }^{1}$ | \$0.50 | -45\% |
| :---: | :---: | :---: | :---: |
|  |  | \$0.60 | +54\% |
| \$95M | +72\% | $21.1 \%^{3}$ | +660 bps |
| \$111M | +44\% | 24.7\% ${ }^{\text {a }}$ | +440 bps |

## Summary - Consolidated Statement of Operations (GAAP)

| \$ in millions, except per share data | 2Q20 | 2Q20 Guidance | 1Q20 | 2Q19 | $\begin{gathered} \text { 2Q20 over } \\ \text { 2Q19 } \end{gathered}$ | $\begin{aligned} & \text { 2Q20 over } \\ & \text { 1Q20 } \end{aligned}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Net Revenue | \$448.4 | \$410-\$430 | \$412.3 | \$378.9 | 18.3\% | 8.8\% |
| Gross Margin | 46.2\% |  | 45.0\% | 43.9\% |  |  |
| Operating Expenses | \$112.7 | \$102-\$104 | \$104.7 | \$111.4 | 1.2\% | 7.6\% |
| Operating Income | \$94.7 |  | \$80.7 | \$54.9 | 72.5\% | 17.3\% |
| Operating Margin | 21.1\% |  | 19.6\% | 14.5\% |  |  |
| Tax Rate | 17.4\% |  | 12.4\% | 25.9\% |  |  |
| Net Income | \$68.0 | \$50-\$59 | \$61.0 | \$124.0 | (45.2\%) | 11.5\% |
| Diluted earnings per common share | \$0.50 | \$0.37-\$0.43 | \$0.45 | \$0.91 | (45.1)\% | 11.1\% |

## Summary - Consolidated Statement of Operations (Non-GAAP) ${ }^{1}$

| \$ in millions, except per share data | 2Q20 | 2Q20 Guidance | 1Q20 | 2Q19 | $\begin{gathered} \text { 2Q20 over } \\ \text { 2Q19 } \end{gathered}$ | $\begin{gathered} \text { 2Q20 over } \\ \text { 1Q20 } \end{gathered}$ |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Net Revenue | \$448.4 | \$410-\$430 | \$412.3 | \$378.9 | 18.3\% | 8.8\% |
| Adjusted Gross Margin - as a \% of Net Sales ${ }^{2}$ | 46.0\% |  | 45.1\% | 44.1\% |  |  |
| Non-GAAP Operating Expenses ${ }^{3}$ | \$95.4 | \$88-\$90 | \$86.2 | \$90.2 | 5.8\% | 10.7\% |
| Adjusted Operating Income | \$110.8 |  | \$99.6 | \$76.8 | 44.3\% | 11.2\% |
| Adjusted Operating Margin | 24.7\% |  | 24.2\% | 20.3\% |  |  |
| Non-GAAP Tax Rate ${ }^{4}$ | 18.4\% |  | 14.6\% | 20.4\% |  |  |
| Non-GAAP Net Income ${ }^{5}$ | \$81.6 | \$61-\$70 | \$75.6 | \$53.4 | 52.8\% | 7.9\% |
| Diluted non-GAAP earnings per common share | \$0.60 | \$0.45-\$0.51 | \$0.55 | \$0.39 | 53.8\% | 9.1\% |

## Specialty Chemicals and Engineered Materials (SCEM) ${ }^{1}$ 2Q20 Highlights

|  |  |  | 2Q20 over |  |  |
| :--- | :---: | :---: | :---: | :---: | :---: |
| 2Q20 over |  |  |  |  |  |
| \$ in millions | 2 Q20 | 1Q20 | 2Q19 | 2Q19 | 1Q20 |
| Net Revenue | $\$ 146.2$ | $\$ 144.2$ | $\$ 127.6$ | $14.6 \%$ | $1.4 \%$ |
| Segment Profit | $\$ 32.9$ | $\$ 32.7$ | $\$ 24.0$ | $37.2 \%$ | $0.8 \%$ |
| Segment Profit Margin | $22.5 \%$ | $22.7 \%$ | $18.8 \%$ |  |  |
| Adj. Segment Profit | $\$ 31.8$ | $\$ 33.1$ | $\$ 24.7$ | $28.9 \%$ | $(3.8 \%)$ |
| Adj. Segment Profit Margin | $21.8 \%$ | $22.9 \%$ | $19.4 \%$ |  |  |

Sales growth (YOY): primarily driven by advanced deposition materials, cleaning chemistries and the impact of acquisitions. Offset by declines in nonsemi related sales.

Adj. segment profit margin increase (YOY): driven primarily by higher volume.

Adj. segment profit margin decrease (SEQ): primarily driven by higher compensation costs.

## Microcontamination Control (MC) ${ }^{1}$ 2Q20 Highlights

|  |  |  | 2Q20 over |  |  |
| :--- | :---: | :---: | :---: | :---: | :---: |
| 2Q20 over |  |  |  |  |  |
| \$ in millions | 2 Q20 | 1Q20 | 2Q19 | 2Q19 | 1Q20 |
| Net Revenue | $\$ 183.8$ | $\$ 159.3$ | $\$ 150.2$ | $22.4 \%$ | $15.4 \%$ |
| Segment Profit | $\$ 62.1$ | $\$ 50.2$ | $\$ 43.1$ | $44.1 \%$ | $23.9 \%$ |
| Segment Profit Margin | $33.8 \%$ | $31.5 \%$ | $28.7 \%$ |  |  |
| Adj. Segment Profit | $\$ 62.6$ | $\$ 50.5$ | $\$ 43.1$ | $45.2 \%$ | $24.1 \%$ |
| Adj. Segment Profit Margin | $34.1 \%$ | $31.7 \%$ | $28.7 \%$ |  |  |

Sales growth (YOY): primarily driven by liquid filtration, gas filtration and the impact of the Anow acquisition.

Sales growth (SEQ): primarily driven by liquid filtration and gas filtration and purification.

Adj. segment profit margin increase (SEQ
\& YOY): driven primarily by higher volumes and favorable mix.

## Advanced Materials Handling (AMH) ${ }^{1}$ 2Q20 Highlights

|  |  |  |  |  | 2Q20 over |
| :--- | :---: | :---: | :---: | :---: | :---: |
| 2Q20 over |  |  |  |  |  |
| \$ in millions | $\mathbf{2 Q 2 0}$ | 1Q20 | $\mathbf{2 Q 1 9}$ | $\mathbf{2 Q 1 9}$ | $\mathbf{1 Q 2 0}$ |
| Net Revenue | $\$ 126.4$ | $\$ 116.1$ | $\$ 107.5$ | $17.6 \%$ | $8.9 \%$ |
| Segment Profit | $\$ 22.8$ | $\$ 20.6$ | $\$ 15.0$ | $51.6 \%$ | $10.6 \%$ |
| Segment Profit Margin | $18.0 \%$ | $17.8 \%$ | $14.0 \%$ |  |  |
| Adj. Segment Profit | $\$ 23.6$ | $\$ 20.8$ | $\$ 15.0$ | $57.0 \%$ | $13.8 \%$ |
| Adj. Segment Profit Margin | $18.7 \%$ | $17.9 \%$ | $14.0 \%$ |  |  |

Sales increase (YOY): primarily driven by high purity liquid containers and wafer handling products.

Sales increase (SEQ): primarily driven by high purity liquid container products.

Adj. segment profit margin increase (YOY \& SEQ): driven primarily by higher volumes and solid cost management.

## Summary - Balance Sheet Items

| \$ in millions | 2Q20 |  | 1Q20 |  | 2Q19 |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | \$ Amount | \% Total | \$ Amount | \% Total | \$ Amount | \% Total |
| Cash \& Cash Equivalents | \$532.7 | 19.0 \% | \$335.1 | 12.9 \% | \$521.4 | 21.5 \% |
| Accounts Receivable, net | \$275.6 | 9.8 \% | \$277.8 | 10.7 \% | \$218.7 | 9.0 \% |
| Inventories | \$332.9 | 11.9 \% | \$300.7 | 11.6 \% | \$261.9 | 10.8 \% |
| Net PP\&E | \$475.2 | 16.9 \% | \$474.8 | 18.3 \% | \$445.3 | 18.4 \% |
| Total Assets | \$2,804.0 |  | \$2,598.6 |  | \$2,424.7 |  |
| Current Liabilities ${ }^{1}$ | \$238.0 | 8.5 \% | \$202.0 | 7.8 \% | \$215.1 | 8.9 \% |
| Long-term debt, excluding current maturities | \$1,184.0 | 42.2 \% | \$1,074.9 | 41.4 \% | \$933.7 | 38.5 \% |
| Total Liabilities | \$1,572.3 | 56.1 \% | \$1,427.3 | 54.9 \% | \$1,322.2 | 54.5 \% |
| Total Shareholders' Equity | \$1,231.8 | 43.9 \% | \$1,171.3 | 45.1 \% | \$1,102.5 | 45.5 \% |
| AR - DSOs | 56.1 |  | 61.5 |  | 52.7 |  |
| Inventory Turns | 3.0 |  | 3.1 |  | 3.2 |  |

## Cash Flows

| \$ in millions | 2Q20 | 1Q20 | 2Q19 |
| :---: | :---: | :---: | :---: |
| Beginning Cash Balance | \$335.1 | \$351.9 | \$342.4 |
| Cash provided by operating activities | \$130.0 | \$11.4 | \$230.9 |
| Capital expenditures | (\$24.3) | (\$22.6) | (\$25.6) |
| Proceeds from short-term borrowings and long-term debt | \$400.0 | \$217.0 | - |
| Payments on long-term debt | (\$293.0) | (\$75.0) | (\$1.0) |
| Acquisition of business, net of cash | \$- | (\$75.6) | \$0.5 |
| Repurchase and retirement of common stock | \$- | (\$29.6) | (\$15.0) |
| Payments for dividends | (\$10.8) | (\$10.8) | (\$9.5) |
| Other investing activities | 0.2 | - | - |
| Other financing activities | (\$4.0) | (\$29.9) | (\$0.8) |
| Effect of exchange rates | (\$0.5) | (\$1.7) | (\$0.5) |
| Ending Cash Balance | \$532.7 | \$335.1 | \$521.4 |
| Free Cash Flow ${ }^{1}$ | \$105.7 | (\$11.2) | \$205.3 |
| Adjusted EBITDA | \$131.5 | \$120.3 | \$95.4 |
| Adjusted EBITDA - as a \% of net sales | 29.3\% | 29.2\% | 25.2\% |

## Outlook

| GAAP |  |  |  |
| :--- | :---: | :---: | :---: |
| \$ in millions, except per share data | 3Q20 Guidance | 2Q20 Actual | 1Q20 Actual |
| Net Revenue | $\$ 450-\$ 475$ | $\$ 448.4$ | $\$ 412.3$ |
| Operating Expenses | $\$ 109-\$ 111$ | $\$ 112.7$ | $\$ 104.7$ |
| Net Income | $\$ 70-\$ 78$ | $\$ 68.0$ | $\$ 61.0$ |
| Diluted Earnings per Common Share | $\$ 0.51-\$ 0.57$ | $\$ 0.50$ | $\$ 0.45$ |

## Non-GAAP

| \$ in millions, except per share data | 3Q20 Guidance | 2Q20 Actual | 1Q20 Actual |
| :--- | :---: | :---: | :---: |
| Net Revenue | $\$ 450-\$ 475$ | $\$ 448.4$ | $\$ 412.3$ |
| Non-GAAP Operating Expenses $^{1}$ | $\$ 95-\$ 97$ | $\$ 95.4$ | $\$ 86.2$ |
| Non-GAAP Net Income $^{1}$ | $\$ 82-\$ 90$ | $\$ 81.6$ | $\$ 75.6$ |
| Diluted non-GAAP Earnings per Common Share $^{1}$ | $\$ 0.60-\$ 0.66$ | $\$ 0.60$ | $\$ 0.55$ |

## Liquidity and Capital Structure

\$ in millions

| Liquidity | $03 / 28 / 2020$ | $06 / 27 / 2020$ |
| :--- | :---: | :---: |
| U.S. Cash | $\$ 134$ | $\$ 313$ |
| Foreign Cash | $\$ 201$ | $\$ 220$ |
| Total Cash | $\$ 335$ | $\$ 533$ |
| Undrawn Revolving Credit Facility | $\$ 158$ | $\$ 300$ |
| Total Liquidity | $\$ 493$ | $\$ 833$ |


| Debt Structure | $\mathbf{0 3 / 2 8 / 2 0 2 0}$ | $\mathbf{0 6 / 2 7 / 2 0 2 0}$ | Covenants |
| :--- | :---: | :---: | :--- |
| Senior Secured Term Loan (due 2025) | $\$ 396$ | $\$ 245$ | No maintenance covenants |
| Senior Unsecured Notes (due 2026) | $\$ 550$ | $\$ 550$ | No maintenance covenants |
| Revolving Credit Facility (drawn amount) | $\$ 142$ | - | $3.75 \times$ secured net leverage |
| New Senior Unsecured Notes ${ }^{1}$ (due 2028) | - | $\$ 400$ | No maintenance covenants |
| Total debt | $\mathbf{\$ 1 , 0 8 8}$ | $\mathbf{\$ 1 , 1 9 5}$ |  |



Appendix

## Reconciliation of GAAP Gross Profit to Adjusted Gross Profit

Three months ended
Six months ended

| \$ in thousands | June 27, 2020 | June 29, 2019 | March 28, 2020 | June 27, 2020 | June 29, 2019 |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Net sales | \$448,405 | \$378,874 | \$412,327 | \$860,732 | \$769,921 |
| Gross profit-GAAP | \$207,372 | \$166,274 | \$185,478 | \$392,850 | \$343,667 |
| Adjustments to gross profit: |  |  |  |  |  |
| Integration costs | $(1,557)$ | - | - | $(1,557)$ | - |
| Severance and restructuring costs | 465 | - | - | 465 | 358 |
| Charge for fair value mark-up of acquired inventory sold | - | 695 | 361 | 361 | 2,850 |
| Adjusted gross profit | \$206,280 | \$166,969 | \$185,839 | \$392,119 | \$346,875 |
|  |  |  |  |  |  |
| Gross margin - as a \% of net sales | 46.2 \% | 43.9 \% | 45.0 \% | 45.6 \% | 44.6 \% |
| Adjusted gross margin - as a \% of net sales | 46.0 \% | 44.1 \% | 45.1 \% | 45.6 \% | 45.1 \% |

## Reconciliation of GAAP Operating Expenses and Tax Rate to Non-GAAP Operating Expenses and Tax Rate

|  | Three months ended |  |  |
| :---: | :---: | :---: | :---: |
| \$ in millions | June 27, 2020 | June 29, 2019 | March 28, 2020 |
| GAAP operating expenses | \$112.7 | \$111.4 | \$104.7 |
| Adjustments to operating expenses: |  |  |  |
| Deal and transaction costs | 0.5 | 1.1 | 1.4 |
| Integration costs | 2.0 | 1.3 | 0.1 |
| Severance and restructuring costs | 1.6 | 2.2 | 0.8 |
| Amortization of intangible assets | 13.2 | 16.6 | 16.2 |
| Non-GAAP operating expenses | \$95.4 | \$90.2 | \$86.2 |
|  |  |  |  |
| GAAP tax rate | 17.4 \% | 25.9 \% | 12.4 \% |
| Other | 1.0 \% | (5.5)\% | 2.2 \% |
| Non-GAAP tax rate | 18.4 \% | 20.4 \% | 14.6 \% |

## Reconciliation of GAAP Segment Profit to Adjusted Operating Income

| \$ in thousands | Three Months Ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
| Segment profit-GAAP | June 27, 2020 | June 29, 2019 | March 28, 2020 | June 27, 2020 | June 29, 2019 |
| Specialty Chemicals and Engineered Materials (SCEM) | \$32,938 | \$24,000 | \$32,670 | \$65,608 | \$48,431 |
| Microcontamination Control (MC) | 62,137 | 43,126 | 50,167 | 112,304 | 90,449 |
| Advanced Materials Handling (AMH) | 22,809 | 15,043 | 20,632 | 43,441 | 37,410 |
| Total segment profit | 117,884 | 82,169 | 103,469 | 221,353 | 176,290 |
| Amortization of intangible assets | 13,216 | 16,591 | 16,211 | 29,427 | 35,248 |
| Unallocated expenses | 9,956 | 10,669 | 6,514 | 16,470 | 38,642 |
| Total operating income | \$94,712 | \$54,909 | \$80,744 | \$175,456 | \$102,400 |
| \$ in thousands | Three months ended |  |  | Six months ended |  |
| Adjusted segment profit | June 27, 2020 | June 29, 2019 | March 28, 2020 | June 27, 2020 | June 29, 2019 |
| SCEM segment profit | \$32,938 | \$24,000 | \$32,670 | \$65,608 | \$48,431 |
| Integration costs | $(1,557)$ | - | - | $(1,557)$ | - |
| Severance and restructuring costs | 455 | - | 174 | 629 | 519 |
| Charge for fair value write-up of acquired inventory sold | - | 695 | 235 | 235 | 815 |
| SCEM adjusted segment profit | \$31,836 | \$24,695 | \$33,079 | \$64,915 | \$49,765 |
| MC segment profit | \$62,137 | \$43,126 | \$50,167 | \$112,304 | \$90,449 |
| Severance and restructuring costs | 494 | - | 190 | 684 | 724 |
| Charge for fair value write-up of acquired inventory sold | - | - | 126 | 126 | 2,035 |
| MC adjusted segment profit | \$62,631 | \$43,126 | \$50,483 | \$113,114 | \$93,208 |
|  |  |  |  |  |  |
| AMH segment profit | \$22,809 | \$15,043 | \$20,632 | \$43,441 | \$37,410 |
| Severance and restructuring costs | 814 | - | 135 | 949 | 578 |
| AMH adjusted segment profit | \$23,623 | \$15,043 | \$20,767 | \$44,390 | \$37,988 |
| Unallocated general and administrative expenses | \$9,956 | \$10,669 | \$6,514 | \$16,470 | \$38,642 |
| Unallocated deal and integration costs | $(2,415)$ | $(2,428)$ | $(1,479)$ | $(3,894)$ | $(24,484)$ |
| Unallocated severance and restructuring costs | (286) | $(2,170)$ | (344) | (630) | $(2,170)$ |
| Adjusted unallocated general and administrative expenses | \$7,255 | \$6,071 | \$4,691 | \$11,946 | \$11,988 |
| Total adjusted segment profit | \$118,090 | \$82,864 | \$104,329 | \$222,419 | \$180,961 |
| Adjusted amortization of intangible assets | - | - | - | - | - |
| Adjusted unallocated general and administrative expenses | 7,255 | 6,071 | 4,691 | 11,946 | 11,988 |
| Total adjusted operating income | \$110,835 | \$76,793 | \$99,638 | \$210,473 | \$168,973 |

## Reconciliation of GAAP Net Income to Adjusted Operating Income and Adjusted EBITDA

| \$ in thousands | Three Months Ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 27, 2020 | June 29, 2019 | March 28, 2020 | June 27, 2020 | June 29, 2019 |
| Net sales | \$448,405 | \$378,874 | \$412,327 | \$860,732 | \$769,921 |
| Net income | \$68,036 | \$123,997 | \$61,006 | \$129,042 | \$156,655 |
| Net income - as a \% of net sales | 15.2 \% | 32.7 \% | 14.8 \% | 15.0 \% | 20.3 \% |
| Adjustments to net income: |  |  |  |  |  |
| Income tax expense | 14,361 | 43,235 | 8,622 | 22,983 | 48,657 |
| Interest expense, net | 12,792 | 9,692 | 10,238 | 23,030 | 19,351 |
| Other (income) expense, net | (477) | $(122,015)$ | 878 | 401 | $(122,263)$ |
| GAAP - Operating income | 94,712 | 54,909 | 80,744 | 175,456 | 102,400 |
| Operating margin - as a \% of net sales | 21.1 \% | 14.5 \% | 19.6 \% | 20.4 \% | 13.3 \% |
| Charge for fair value write-up of acquired inventory sold | - | 695 | 361 | 361 | 2,850 |
| Deal and transaction costs | 503 | 1,164 | 1,431 | 1,934 | 20,300 |
| Integration costs | 355 | 1,264 | 48 | 403 | 4,184 |
| Severance and restructuring costs | 2,049 | 2,170 | 843 | 2,892 | 3,991 |
| Amortization of intangible assets | 13,216 | 16,591 | 16,211 | 29,427 | 35,248 |
| Adjusted operating income | 110,835 | 76,793 | 99,638 | 210,473 | 168,973 |
| Adjusted operating margin - as a \% of net sales | 24.7 \% | 20.3 \% | 24.2 \% | 24.5 \% | 21.9 \% |
| Depreciation | 20,639 | 18,596 | 20,648 | 41,287 | 35,317 |
| Adjusted EBITDA | \$131,474 | \$95,389 | \$120,286 | \$251,760 | \$204,290 |
| Adjusted EBITDA - as a \% of net sales | 29.3 \% | 25.2 \% | 29.2 \% | 29.2 \% | 26.5 \% |

## Reconciliation of GAAP Net Income and Diluted Earnings per Common Share to Non-GAAP Net Income and Diluted Non-GAAP Earnings per Common Share

| \$ in thousands, except per share data | Three months ended |  |  | Six months ended |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | June 27, 2020 | June 29, 2019 | March 28, 2020 | June 27, 2020 | June 29, 2019 |
| GAAP net income | \$68,036 | \$123,997 | \$61,006 | \$129,042 | \$156,655 |
| Adjustments to net income: |  |  |  |  |  |
| Charge for fair value write-up of inventory acquired | - | 695 | 361 | 361 | 2,850 |
| Deal and transaction costs | 503 | 1,164 | 1,431 | 1,934 | 20,711 |
| Integration costs | 355 | 1,264 | 48 | 403 | 4,184 |
| Severance and restructuring costs | 2,049 | 2,170 | 843 | 2,892 | 3,991 |
| Loss on debt extinguishment and modification | 1,470 | - | - | 1,470 | - |
| Versum termination fee, net | - | $(122,000)$ | - | - | $(122,000)$ |
| Amortization of intangible assets | 13,216 | 16,591 | 16,211 | 29,427 | 35,248 |
| Tax effect of legal entity restructuring | - | 9,398 | - | - | 9,398 |
| Tax effect of adjustments to net income and discrete items ${ }^{1}$ | $(4,048)$ | 20,153 | $(4,329)$ | $(8,377)$ | 10,289 |
| Non-GAAP net income | \$81,581 | \$53,432 | \$75,571 | \$157,152 | \$121,326 |
|  |  |  |  |  |  |
| Diluted earnings per common share | \$0.50 | \$0.91 | \$0.45 | \$0.95 | \$1.15 |
| Effect of adjustments to net income | \$0.10 | \$(0.52) | \$0.11 | \$0.21 | \$(0.26) |
| Diluted non-GAAP earnings per common share | \$0.60 | \$0.39 | \$0.55 | \$1.15 | \$0.89 |

## Reconciliation of GAAP Outlook to Non-GAAP Outlook

| $\mathbf{\$}$ in millions | Third-Quarter Outlook |
| :--- | ---: |
| Reconciliation GAAP operating expenses to non-GAAP operating expenses |  |
| GAAP operating expenses | \$109- $\mathbf{\$ 1 1 1}$ |
| Adjustments to net income: | 2 |
| Restructuring and integration costs | $\mathbf{2}$ |
| Amortization of intangible assets | 12 |
| Non-GAAP operating expenses | $\$ 95-\$ 97$ |


| \$ in millions | Third-Quarter Outlook |
| :---: | :---: |
| Reconciliation GAAP net income to non-GAAP net income |  |
| GAAP net income | \$70-\$78 |
| Adjustments to net income: |  |
| Restructuring and integration costs | 3 |
| Amortization of intangible assets | 12 |
| Income tax effect | (3) |
| Non-GAAP net income | \$82-\$90 |

Third-Quarter Outlook

| Reconciliation GAAP diluted earnings per share to non-GAAP diluted earnings per share |  |
| :--- | ---: |
| Diluted earnings per common share | $\$ 0.51-\$ 0.57$ |
| Adjustments to diluted earnings per common share: | 0.03 |
| Restructuring and integration costs | 0.09 |
| Amortization of intangible assets | $(0.03)$ |
| Income tax effect | $\$ 0.60$ to $\$ 0.66$ |

## GAAP Segment Trend Data ${ }^{1}$

| \$ in thousands | Q118 | Q218 | Q318 | Q418 | Q119 | Q219 | Q319 | Q419 | Q120 | Q220 |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Sales |  |  |  |  |  |  |  |  |  |  |
| SCEM | \$130,743 | \$134,336 | \$131,234 | \$133,928 | \$124,470 | \$127,552 | \$127,750 | \$146,747 | \$144,214 | \$146,213 |
| MC | 118,923 | 124,937 | 151,478 | 158,500 | 157,706 | 150,185 | 155,979 | 169,794 | 159,261 | 183,758 |
| AMH | 124,078 | 130,572 | 123,227 | 115,527 | 116,064 | 107,515 | 117,256 | 117,455 | 116,137 | 126,434 |
| Inter-segment elimination | $(6,545)$ | $(6,786)$ | $(7,342)$ | $(6,313)$ | $(7,193)$ | $(6,378)$ | $(6,838)$ | $(6,998)$ | $(7,285)$ | $(8,000)$ |
| Total Sales | \$367,199 | \$383,059 | \$398,597 | \$401,642 | \$391,047 | \$378,874 | \$394,147 | \$426,998 | \$412,327 | \$448,405 |
|  |  |  |  |  |  |  |  |  |  |  |
| Segment Profit |  |  |  |  |  |  |  |  |  |  |
| SCEM | \$30,921 | \$36,728 | \$31,210 | \$28,221 | \$24,431 | \$24,000 | \$17,074 | \$32,822 | \$32,670 | \$32,938 |
| MC | 40,311 | 37,214 | 42,448 | 46,879 | 47,323 | 43,126 | 46,792 | 57,157 | 50,167 | 62,139 |
| AMH | 25,463 | 25,542 | 22,226 | 19,096 | 22,367 | 15,043 | 17,077 | 20,686 | 20,632 | 22,809 |
| Total Segment Profit | \$96,695 | \$99,484 | \$95,884 | \$94,196 | \$94,121 | \$82,169 | \$80,943 | \$110,665 | \$103,469 | \$117,886 |
|  |  |  |  |  |  |  |  |  |  |  |
| Segment Profit Margin |  |  |  |  |  |  |  |  |  |  |
| SCEM | 23.7 \% | 27.3 \% | 23.8 \% | 21.1 \% | 19.6 \% | 18.8 \% | 13.4 \% | 22.4 \% | 22.7 \% | 22.5 \% |
| MC | 33.9 \% | 29.8 \% | 28.0 \% | 29.6 \% | 30.0 \% | 28.7 \% | 30.0 \% | 33.7 \% | 31.5 \% | 33.8 \% |
| AMH | 20.5 \% | 19.6 \% | 18.0 \% | 16.5 \% | 19.3 \% | 14.0 \% | 14.6 \% | 17.6 \% | 17.8 \% | 18.0 \% |

## Non-GAAP Segment Trend Data ${ }^{1}$

| \$ in thousands | Q218 | Q318 | Q418 | Q119 | Q219 | Q319 | Q419 | Q120 |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| Sales |  |  |  |  |  |  |  |  |
| SCEM | $\$ 134,336$ | $\$ 131,234$ | $\$ 133,928$ | $\$ 124,470$ | $\$ 127,552$ | $\$ 127,750$ | $\$ 146,747$ | $\$ 144,214$ |
| MC | 124,937 | 151,478 | 158,500 | 157,706 | 150,185 | 155,979 | 169,794 | 159,261 |
| AMH | 130,572 | 123,227 | 115,527 | 116,064 | 107,515 | 117,256 | 117,455 | 116,137 |
| Inter-segment elimination | $(6,786)$ | $(7,342)$ | $(6,313)$ | $(7,193)$ | $(6,378)$ | $(6,838)$ | $(6,998)$ | $(7,285)$ |
| Total Sales | $\$ 383,059$ | $\$ 398,597$ | $\$ 401,642$ | $\$ 391,047$ | $\$ 378,874$ | $\$ 394,147$ | $\$ 426,998$ | $\$ 412,327$ |

## Adjusted Segment Profit

|  | $\$ 36,728$ | $\$ 31,210$ | $\$ 28,221$ | $\$ 25,070$ | $\$ 24,695$ | $\$ 23,700$ | $\$ 32,530$ | $\$ 33,079$ |
| :--- | ---: | ---: | ---: | ---: | ---: | ---: | ---: | ---: |
| SCEM $^{2}$ | 37,422 | 45,729 | 50,258 | 50,082 | 43,126 | 49,769 | 58,039 | 50,483 |
| MC $^{3}$ | 25,542 | 22,692 | 19,556 | 22,945 | 15,043 | 20,212 | 20,307 | 20,767 |
| AMH $^{3}$ | $\$ 99,692$ | $\$ 99,631$ | $\$ 98,035$ | $\$ 98,097$ | $\$ 82,864$ | $\$ 93,681$ | $\$ 110,876$ | $\$ 104,329$ |
| Total Segment Profit | $\$ 118,090$ |  |  |  |  |  |  |  |


| Adjusted Segment Profit Margin |  |  |  |  |  |  |  |  |  |
| :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- | :--- |
| SCEM | $27.3 \%$ | $23.8 \%$ | $21.1 \%$ | $20.1 \%$ | $19.4 \%$ | $18.6 \%$ | $22.2 \%$ | $22.9 \%$ | $21.8 \%$ |
| MC | $30.0 \%$ | $30.2 \%$ | $31.7 \%$ | $31.8 \%$ | $28.7 \%$ | $31.9 \%$ | $34.2 \%$ | $31.7 \%$ | $34.1 \%$ |
| AMH | $19.6 \%$ | $18.4 \%$ | $16.9 \%$ | $19.8 \%$ | $14.0 \%$ | $17.2 \%$ | $17.3 \%$ | $17.9 \%$ | $18.7 \%$ |

[^0]
[^0]:    1. In 1Q19 the Company changed its definition of segment profit to include inter-segment sales. Prior period information has been recast to reflect the change. Segment profit excludes amortization of intangibles and unallocated expenses.
    2. Adjusted segment profit for SCEM for 3Q17, 1Q19, 3Q19,4Q19, 1Q20 and 2Q20 excludes charges for severance and restructuring of \$14, \$519, \$2,143, \$184, \$174 and \$455, respectively. Adjusted segment profit for SCEM for 1Q19, 2Q19, 3Q19, 4Q19 and 1Q20 excludes fair value mark-up of inventory and severance charges of $\$ 120, \$ 695, \$ 4,483$, (\$476) and $\$ 235$, respectively. Adjusted segment profit for SCEM for 2 Q 20 excludes charges for integration costs $(\$ 1,557)$.
    
     value mark-up of acquired inventory sold of $\$ 208, \$ 3,281, \$ 3,379, \$ 2,035, \$ 687$ and $\$ 126$, respectively.
     restructuring of $\$ 3,364$ and $\$ 1,857$, respectively. Adjusted segment profit for AMH for $3 Q 18$ excludes loss on sale of subsidiary of $\$ 466$. Adjusted segment profit for AMH for 4 Q18, $1 Q 19,3 Q 19,4 Q 19$, 1Q20 and 2Q20 excludes severance and restructuring of $\$ 460, \$ 578, \$ 3,135,(\$ 379), \$ 135$ and $\$ 814$, respectively.
