



# A World Class Advanced Materials Company

Investor and Analyst Day

November 17, 2020

# Agenda

Topic	Speaker
1 Positioned for Growth	Bertrand Loy President and CEO
2 Differentiation and Competitive Advantage	Todd Edlund EVP and COO
3 Innovating for Growth	James A. O'Neill, Ph.D. SVP and CTO
4 Financial Strength and Flexibility	Greg Graves EVP and CFO
5 Q&A	All





### Safe Harbor

This presentation contains, and management may make, 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 revenue, operating margin, non-GAAP earnings per share, return on invested capital 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; market and technology trends, including the duration, scale and drivers of any growth trends; the impact, financial or otherwise, of any organizational changes; the development of new products and the success of their introductions, including revenue goals for such products; 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 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, complete 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 "EBITDA," "Adjusted EBITDA Margin," "Adjusted Operating Margin" and "Non-GAAP Earnings per 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.



Positioned for Growth

Bertrand Loy

President and CEO





# Entegris at a Glance



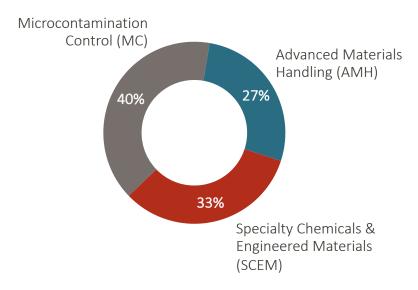
Founded 1966





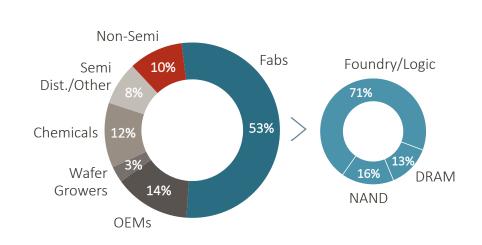


#### Divisions<sup>2</sup>



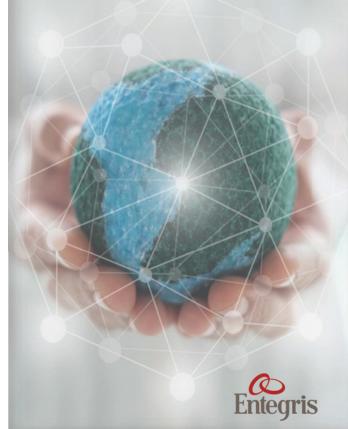
#### Sales by Customer Type<sup>3</sup>

90% semiconductor



#### Our Mission

To help our customers improve their productivity, performance and technology by providing enhanced materials and process solutions for the most advanced manufacturing environments

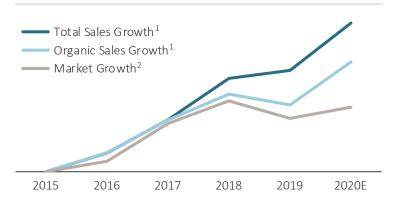


# Our Platform is Differentiated and Resilient...

Recurring Revenue



#### Sales Growth vs. Market



"Sticky" Solutions

- Products spec'd into nodes
- High switching cost
- Long product tails

Broad Product
Offering

- 15,000+ products
- No single product platform >4% of sales

Diverse Customer Base

- One customer over 10% of sales
- Top 10 customers ~45% of sales
- Sell across supply chain (fabs ~50% of sales)

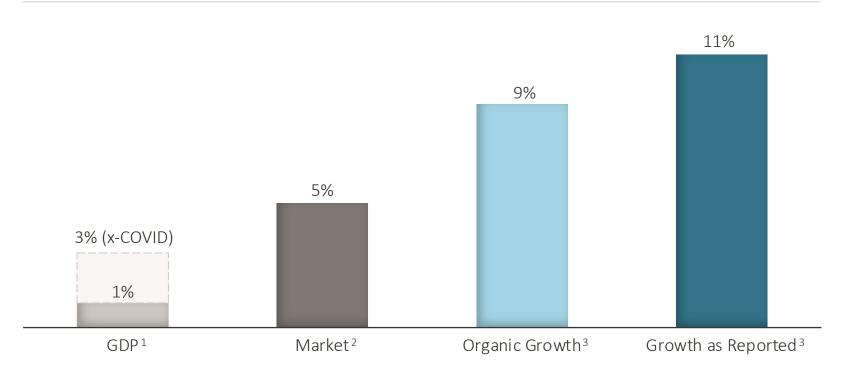
...and agnostic to specific technology shifts



# An Exciting Growth Story...

2015-2020 CAGR

#### Entegris Revenue Growth vs. GDP and Industry



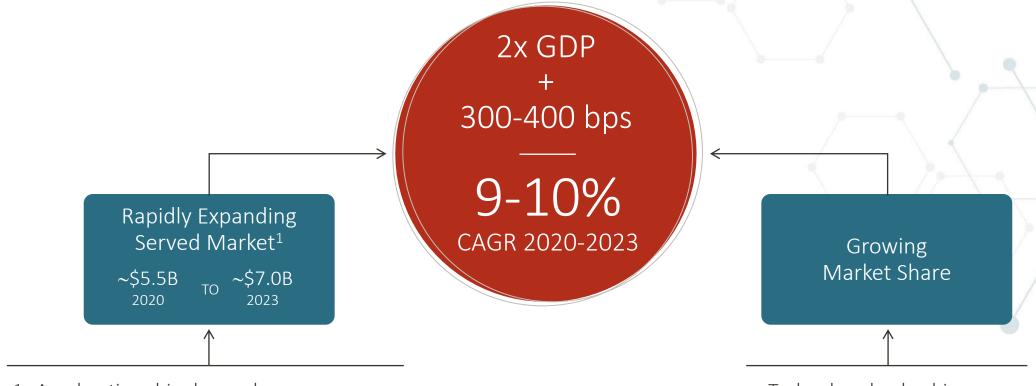


### ...With More Potential Ahead

- Our core semi markets are poised for strong secular growth
- Our value proposition is increasingly important to the semiconductor industry
- Catching new technology inflections will allow us to outgrow the market
- Maintaining our differentiation will help us gain share
- Our capital allocation choices will continue to be targeted and value enhancing



# Organic Sales Growth Formula



- 1. Accelerating chip demand
- 2. Growing Entegris content per wafer
- 3. More wafers produced at the leading edge

- Technology leadership
- Operational excellence
- Unique customer engagement



# 1

The Industry Lift

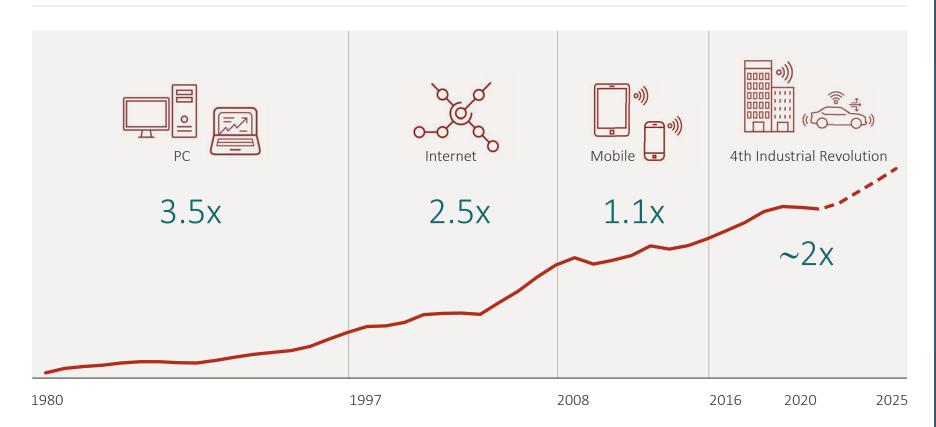




## Our Rapidly Expanding Served Markets

Strong semiconductor demand to continue

#### Semiconductor MSI Growth<sup>1</sup> vs. GDP Growth<sup>2</sup>





30% IC content increase 5G vs. 4G smartphone

#### Internet of Things



3x IoT devices in 2025 vs. 2020

#### Data Explosion



3x annual data creation 2025 vs. 2020

#### **Autonomous Vehicles**

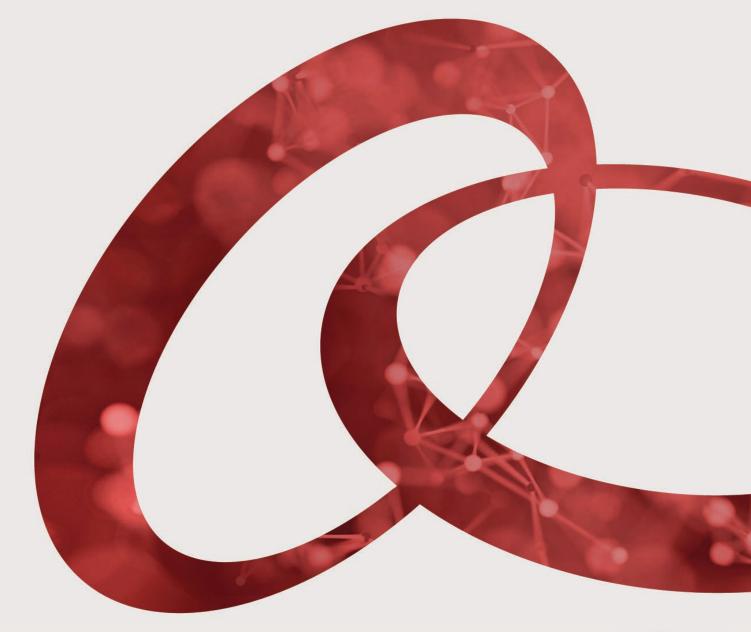


50% car BOM cost will be electronics by 2030



2

SAM Expansion





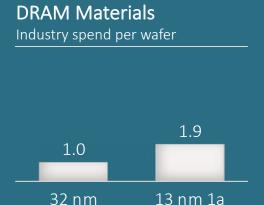
# Our Rapidly Expanding Served Markets

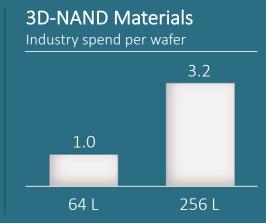
2.1 Growing materials content opportunity per wafer – *SCEM* 

Materials science is increasingly driving the leading-edge semiconductor industry roadmap

#### Leading Edge Logic and Memory Materials Spending Increase







# What customer problems are we trying to solve?

- High aspect ratio 3D architectures
- Gate all around (GAA)
- New interconnect metals for faster performance to replace W and Cu

#### Our solutions/opportunities

- Thinner film materials
- Selective wet etch chemicals for 3D structures
- New interconnect metals such as Co, Mo, Ru

Our customers are introducing more complex architectures and are actively searching for new materials with better electrical and structural properties to improve the performance of their devices



# Our Rapidly Expanding Served Markets

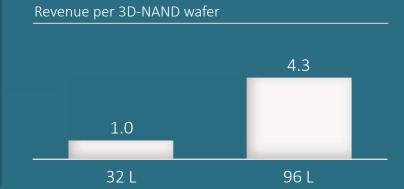
2.2 Growing filtration opportunity per wafer – *MC* 

Our contamination control expertise is increasingly critical to yield optimization and chip reliability

#### Leading Edge Logic and Memory Filtration Spending Increase

5 nm





What customer problems are we trying to solve?

14 nm

- Enable further miniaturization
- Enable new metals susceptible to new contaminants
- Maximize yields and throughput
- Increase device long-term reliability

#### Our solutions/opportunities

**Liquid Filtration** 

- Selective removal of new classes of contaminants
- Sieving and non-sieving methods
- Tighter retention and higher flow rate

Our customers understand that greater process purity translates to a reduction of killer defects and latent defects

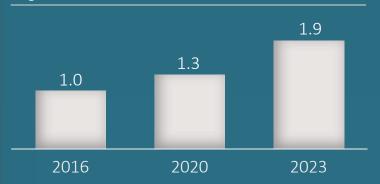


# Our Rapidly Expanding Served Markets

2.3 Purity requirements across the supply chain on the rise – *MC and AMH* 

Our comprehensive product portfolio and intimate application knowledge set us apart to provide end-to-end solutions across industry supply lines

## Annual Chemical Shipments in SEMI Industry In gallons



## Liquid Filtration Spending per Shipment Revenue per gallon



# What customer problems are we trying to solve?

- Greater purity levels required in bulk chemical manufacturing
- Greater number of chemistries subject to these increasing purity requirements
- Integrity, purity, and safety needed to be ensured during transportation and delivery through the fab

#### Our solutions/opportunities

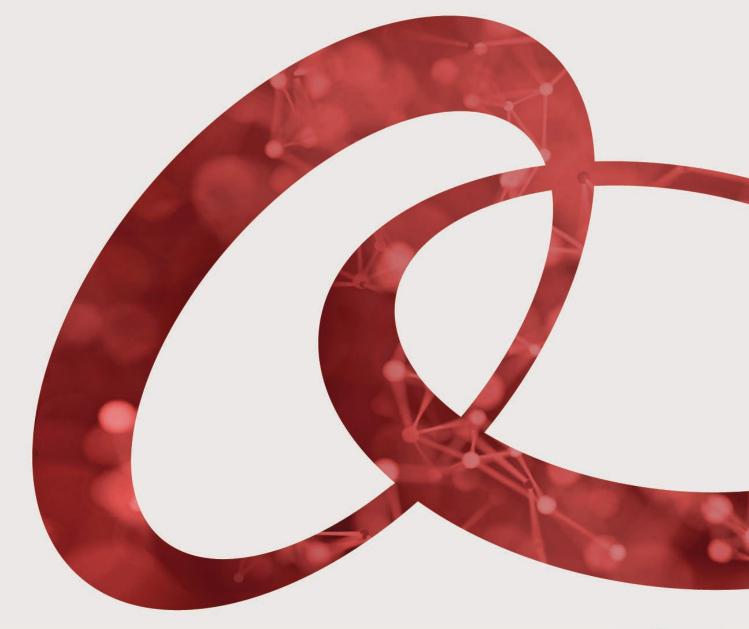
- More advanced filters used in bulk chemical manufacturing
- More points of filtration across the ecosystem
- More frequent filter replacement required
- Migration away from metal and glass containers to adopt polymer-based high purity packaging solutions

Our semiconductor fab customers expect tighter control over purity and integrity of critical process chemistries from bulk manufacturing to point of dispense



# 3

More Wafers Produced at the Leading Edge

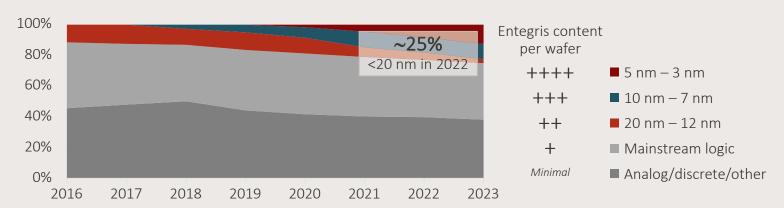




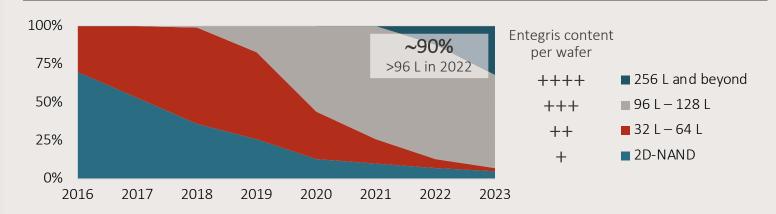
# More Wafers Produced at the Leading Edge

Accelerating wafer transitions to advanced architectures where we enjoy greater content per wafer

#### Leading Edge Logic Capacity by Node<sup>1</sup>



#### NAND Capacity by Technology<sup>2</sup>

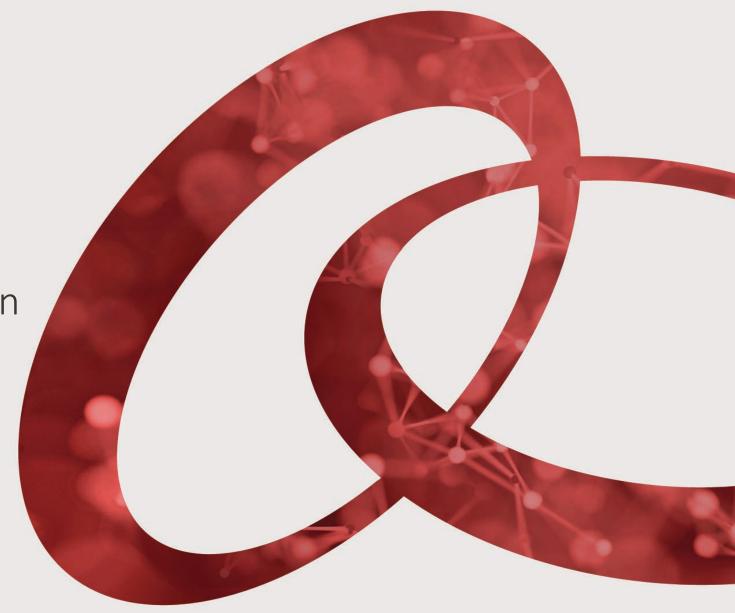


- 5G/AI will drive migration to faster and larger computing devices
- Data explosion will drive memory to higher storage density architectures



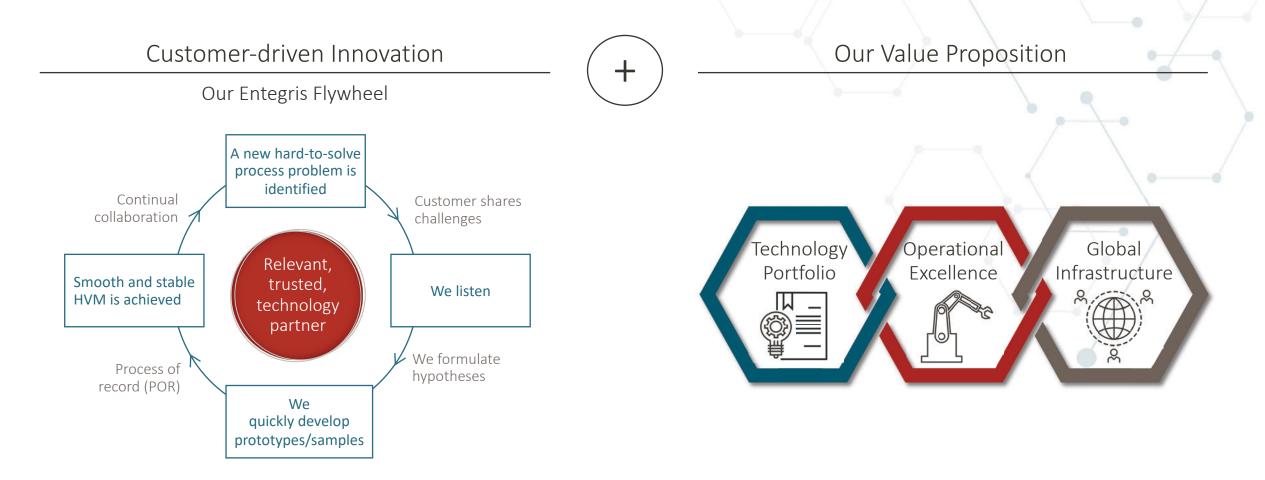
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Enhancing Our Differentiation
Gaining Share





### Our Customer-Driven Innovation Model...

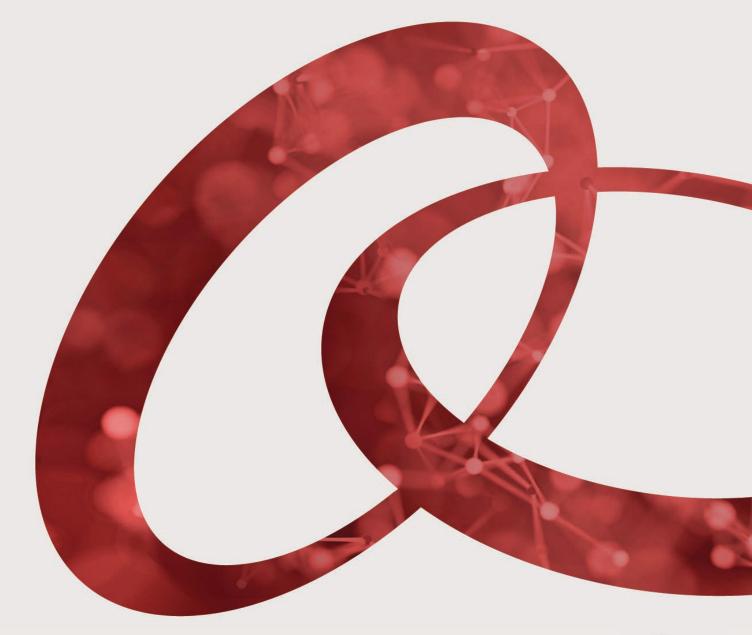


...drives shared organization purpose and competitive advantage



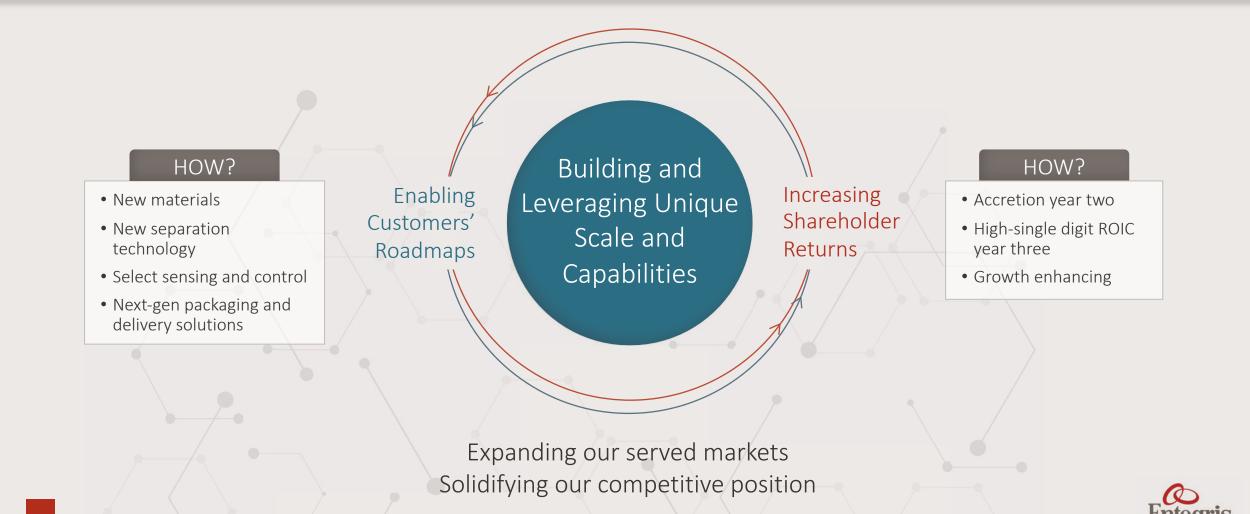
# 5

M&A Approach



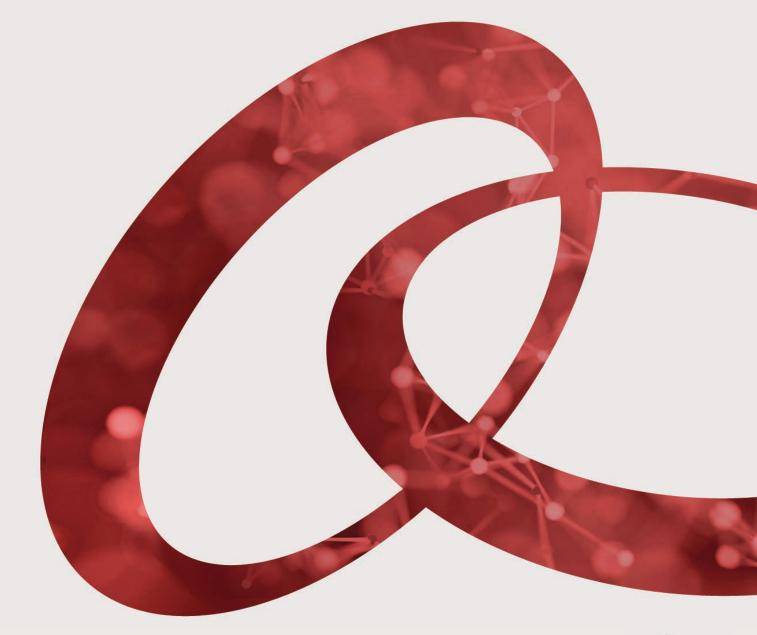


# Targeted Acquisitions to Strengthen Fit and Purpose Compounding Value for our Customers and Shareholders



6

Financial Objectives



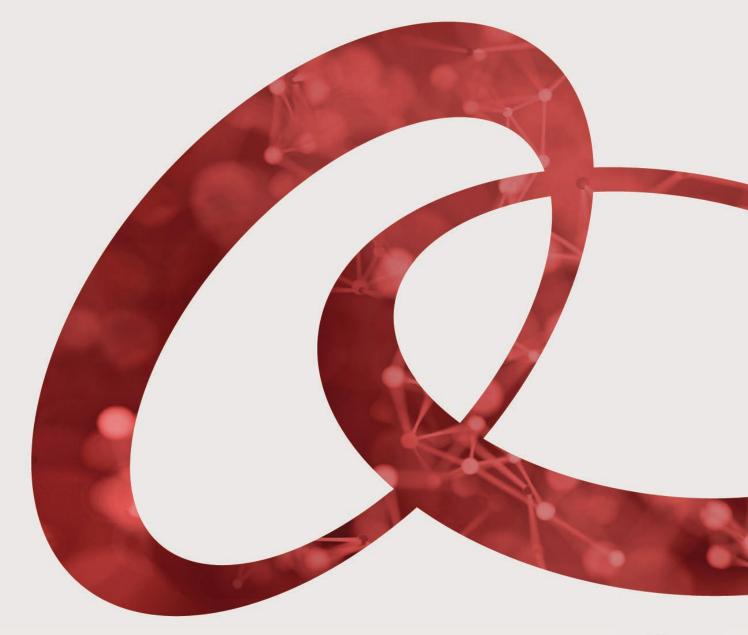


### 2023 Illustrative Financial Model



7

CSR Approach





## Our CSR Program



Using our legacy of innovation to enable technologies that transform the world and have a positive impact on people throughout the global community



Ensuring safety in the workplace for our colleagues and in the products we deliver for our customers



Supporting the development and growth of our colleagues and striving to create a diverse and inclusive environment where everyone is treated with respect and dignity



Limiting the impact that our global operations have on the environment by reducing our consumption of energy and water and by relying on electricity produced from renewable sources

#### 2030 Goals

- 1. Invest at least 55% of OpEx in R&D
- 2. Commit 100% of innovation portfolio to advance our customers' technology roadmaps
- 3. Align 100% of innovation portfolio to advance the U.N. sustainable development goals (SDG)

#### 2030 Goals

- 1. Strive for an injury-free work environment at all Entegris facilities
- 2. Create an environment where >95% of colleagues say "Entegris is a safe place to work"
- 3. Achieve 100% manufacturing participation rate in proactive reporting of safety opportunities

#### 2030 Goals

- 1. Invest >\$30 million in STEM scholarships and engineering internships for women and individuals from underrepresented communities
- 2. More than 50% of the new engineers we hire will be women and/or individuals from underrepresented groups
  - Aim to achieve 50% diversity among board members
- 3. Increase participation in realtime learning opportunities and internal training hours by more than five times the hours completed in 2020

#### 2030 Goals

- 1. Reduce energy consumption by more than 20% per revenue dollar
- 2. Achieve 100% electricity consumption generated from renewable sources, where available
- 3. Decrease water consumption by more than 50% per revenue dollar

What we do as a business must be inextricably linked to what we stand for as an organization and have a lasting, positive impact on our world

www.entegris.com/csr

## Six Reasons to Own Entegris

- 1. Exciting industry with secular growth
- 2. Accelerating exposure to key technology inflections
- 3. Strong competitive moats
- 4. Resilient business model
- 5. Highly cash generative
- 6. Disciplined capital allocation with optionality

### Entegris is a value compounder



Differentiation and Competitive Advantage

### Todd Edlund

Executive Vice President and Chief Operating Officer





# Entegris is a Trusted Partner for our Semiconductor Customers





# Technology Portfolio

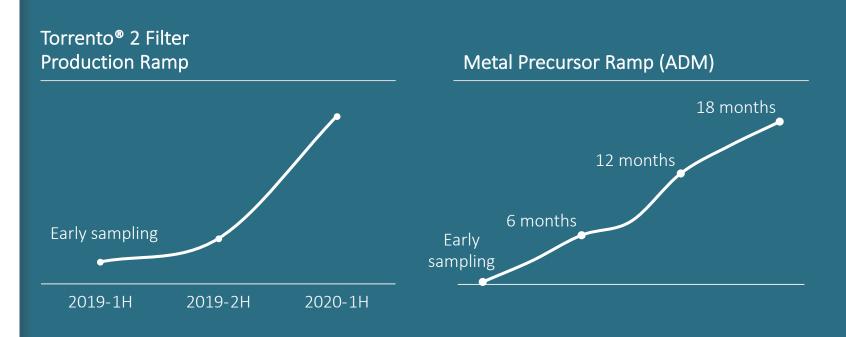


#### Our Advantage

Applications expertise, close collaboration with our customers, broadest technology portfolio

#### Key areas of competitive advantage:

- Significant R&D investment and IP sharing
- R&D/IP focused on advanced nodes
- Technical resources close to customers
- Trusted tech partner: concept to HVM





# Global Infrastructure



#### Our Advantage

Global footprint increasingly valued in changing world

#### Key areas of competitive advantage:

- Key resources close to customers, local sourcing alternatives
- Continuing to build our Asia footprint planned Taiwan Manufacturing Center
- Resilient world-class global supply chain and logistics





# Operational Excellence



#### Our Advantage

Intense alignment to demands of our semiconductor customers

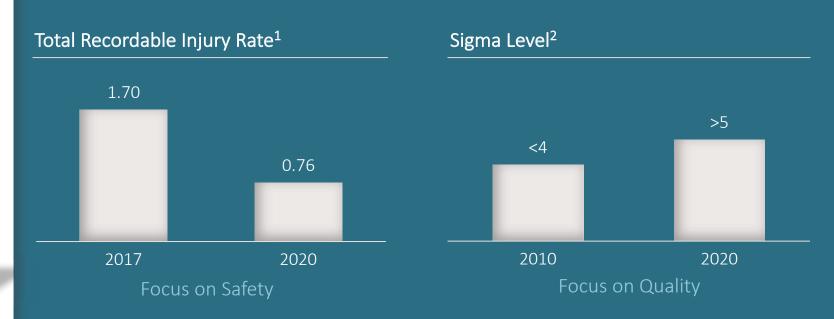
Lam Research 2020 Ramp Performance Award Taiwan
Continuous
Improvement
Awards
2019
Silver Award

Samsung 2019 Best in Value Award

Three consecutive wins!

#### Key areas of competitive advantage:

- Global Operations and Supply Chain organization, led from Asia – maximizing portfolio of factories
- Relentless focus on quality and safety
- Our scale can influence materials development
- Automation and big data applications

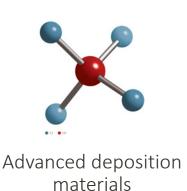




# Specialty Chemicals and Engineered Materials (SCEM)

Unit-driven advanced materials – enabling complex chip designs

#### ~95% Unit Driven

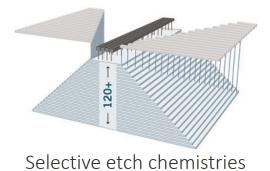


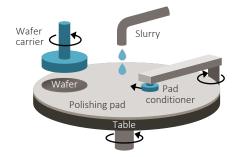




Specialty chemicals and advanced coatings

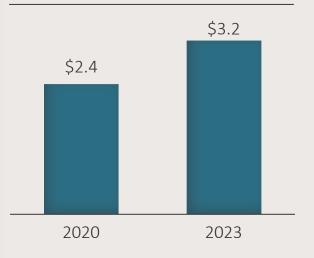
Specialty gases





CMP chemistries and components

#### SAM<sup>1</sup> \$ in billions



#### SAM growth drivers:

- Semi growth
- Materials intensity
- Novel materials



# Specialty Chemicals and Engineered Materials (SCEM)

Unit-driven advanced materials – enabling complex chip designs

#### WHY WE WIN

- World leader in safe gas delivery systems
- Advanced metals/solids delivery leader
- Tailored advanced cleaning and selective etch chemistries
- Chemical synthesis = vertical integration

#### KEY GROWTH OPPORTUNITIES

- Advanced deposition materials
- Selective etch chemistries
- Advanced coatings







Three-year outlook:

Sales growth<sup>2</sup>:

300-500 bps above market

Adj. operating margin<sup>3</sup>: 25-27%



# Microcontamination Control (MC)

Filtration solutions that improve customers' yield, reliability, and cost

#### 70% Unit Driven



Liquid filters and purifiers



**Environmental filters** 

#### 30% CapEx Driven



Gas filters and purifiers

#### SAM<sup>1</sup> \$ in billions



#### SAM growth drivers:

- Semi growth
- Higher purity needs
- Yield challenges



## Microcontamination Control (MC)

Filtration solutions that improve customers' yield, reliability, and cost

#### WHY WE WIN

- Separation science –
   able to direct the roadmap
- Semiconductor focus = applications expertise
- Ability to match solutions to customer challenge and ramp quickly

#### KEY GROWTH OPPORTUNITIES

- Leading-edge filtration
- Bulk chemical filtration
- Bulk purification
- Non-semi markets







Three-year outlook:

Sales growth<sup>2</sup>:

300-500 bps above market

Adj. operating margin<sup>3</sup>: 34-36%



# Advanced Materials Handling (AMH)

Solutions that improve customers' yield by protecting critical materials

#### 50% Unit Driven



50% CapEx Driven





Fluid delivery

#### SAM<sup>1</sup> \$ in billions



#### SAM growth drivers:

- Semi growth
- Higher purity needs
- Materials consumption



### Advanced Materials Handling (AMH)

Solutions that improve customers' yield by protecting critical materials

#### WHY WE WIN

- Uniquely able to serve end-to-end chemical integrity – across divisions
- Sustained leadership in control of microenvironments
- Ability and position to guide polymer development roadmaps

#### KEY GROWTH OPPORTUNITIES

- Chemical packaging capacity additions
- EUV lithography
- Environment, sustainability, and safety
- Non-semi markets







Three-year outlook:

Sales growth<sup>2</sup>:

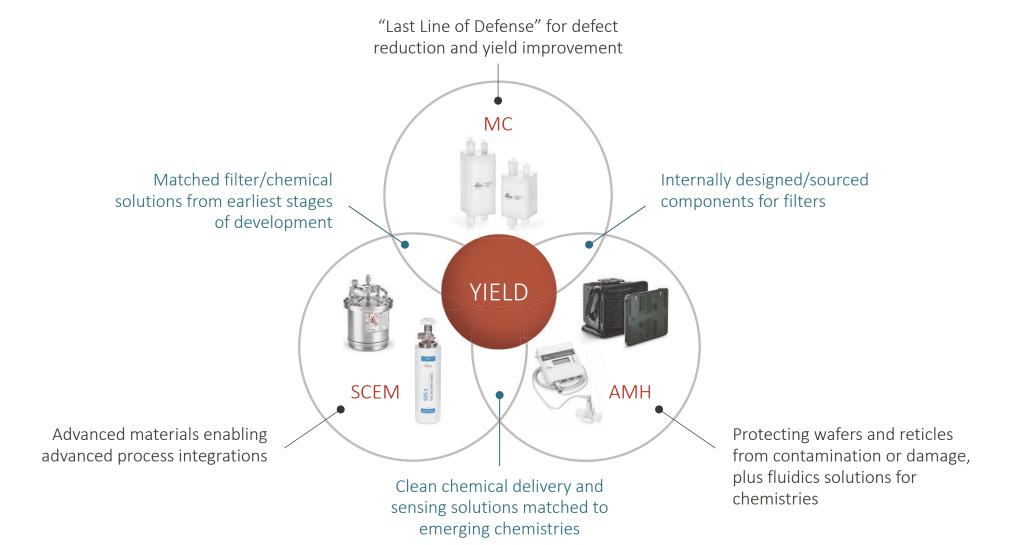
100-200 bps above market

Adj. operating margin<sup>3</sup>: 20-22%



### Portfolio Advantage of Three Divisions

Collaboration across divisions contributes to share gains





Mission-Critical Solutions for the Entire Manufacturing and Supply-Chain Ecosystem

Wafer cleanliness

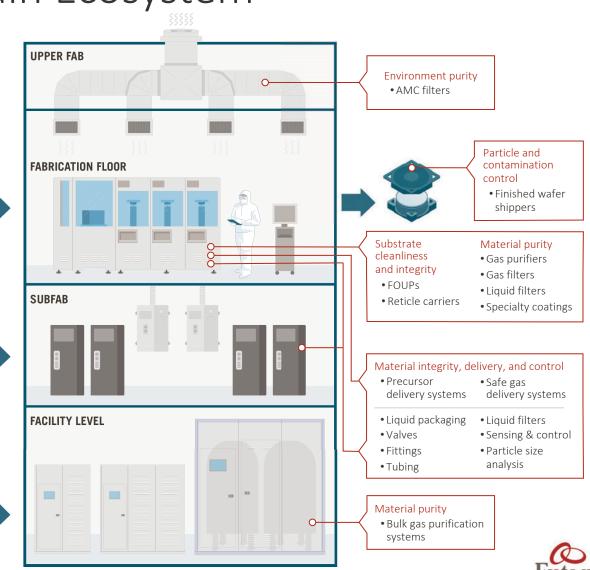
Particle size analysis

and integrity

• FOSBs

Entegris: a trusted partner





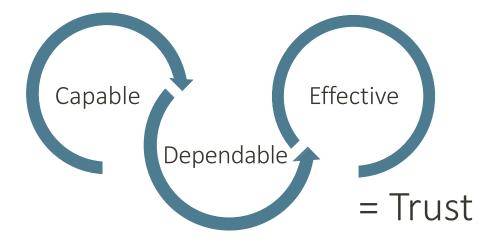
### Takeaways

Entegris materials solutions + materials protection = speed to yield

#### We win by:

- First to the table as a solutions partner
- Executing on fast development, and ramp
- Consistent performance

Entegris has established itself as the smart choice for our customers

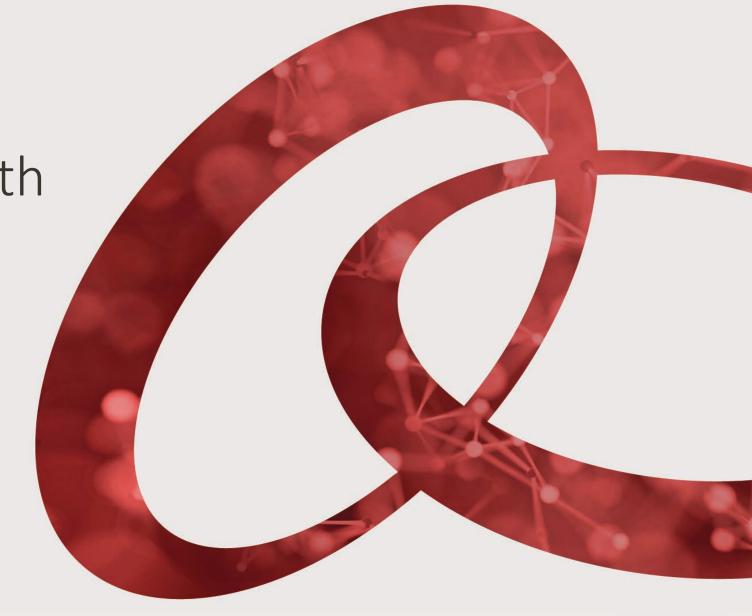




Innovating for Growth

James A. O'Neill, Ph.D.

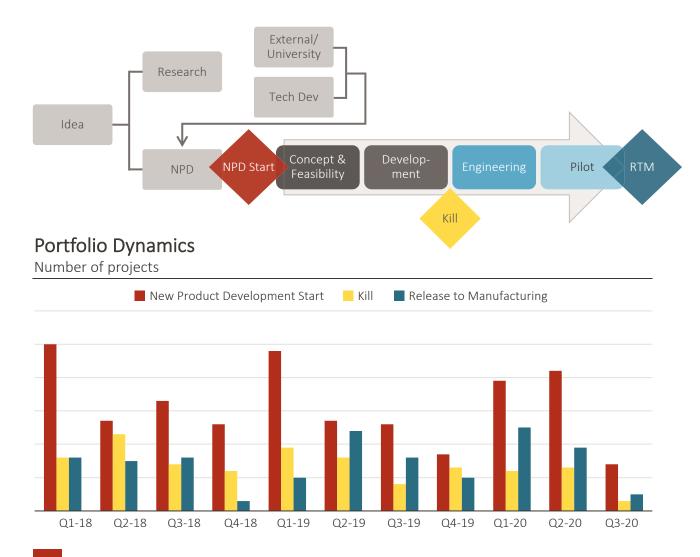
Senior Vice President and Chief Technology Officer



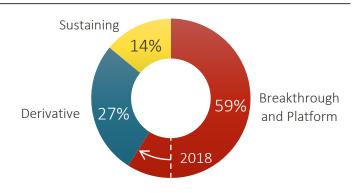


### Innovating for Growth

Strong product management culture with discipline around portfolio



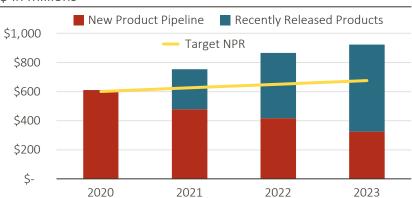
#### **Project Spending**



Future sales growth supported by real opportunities in R&D pipeline

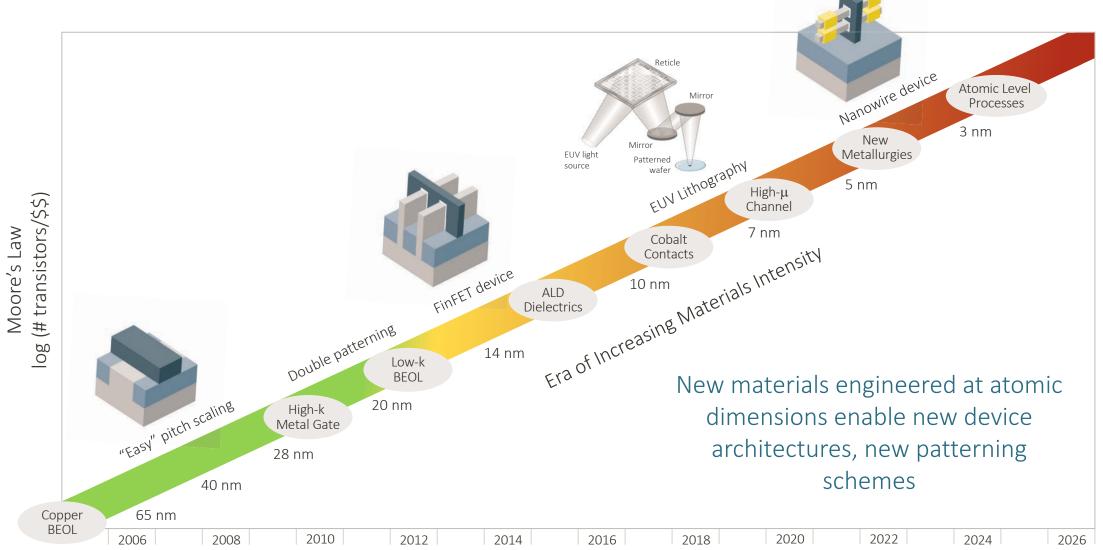
#### New Product Revenue (NPR)





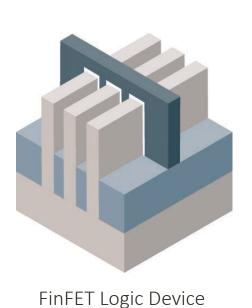


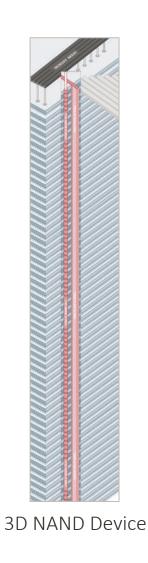
### Delivering Performance: Era of Increasing Materials Intensity

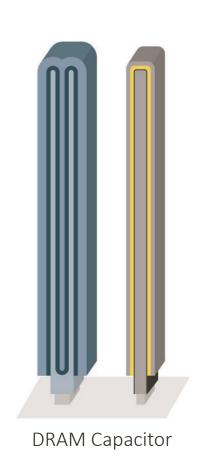




### The Challenge our Customers are Facing







### Smaller/Taller Structures Require:

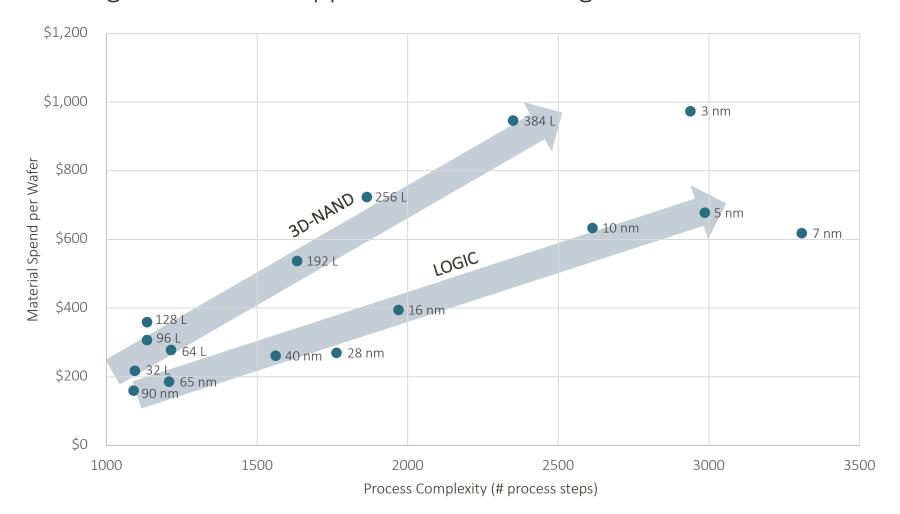
- New performance materials
- Atomic scale precision and control
- PPQ level purity
- Zero defectivity

... All at the same time

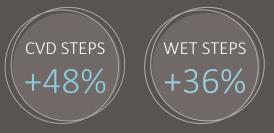


### Higher Performance and More Complex Chips

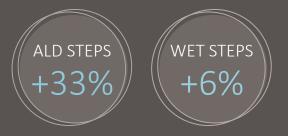
Advanced nodes use more materials and present greater yield challenges – both are opportunities for Entegris



3D-NAND From 64 to 128 layers



Logic
From 10 nm to 5 nm



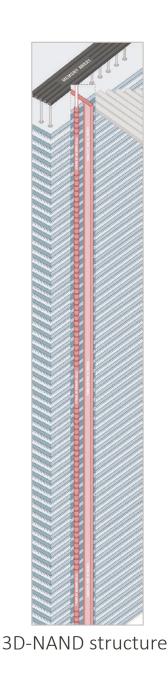


### Inflection 1: Vertical Integration

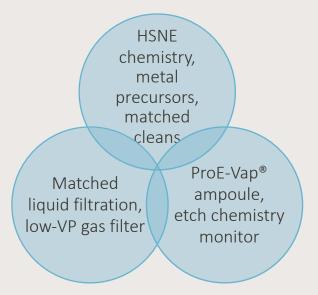
#### Key challenges

- Increasingly narrow structures (96 L  $\rightarrow$  >200 L)
- Very small features (atomic-scale processing)
- Complex material stack (high etch selectivity)
- Improved resistivity (new metallurgies)
- Improved defect control (extreme conformality)

Entegris offers complete materials and yield solutions for rapidly growing memory market



#### **Entegris Value Proposition**

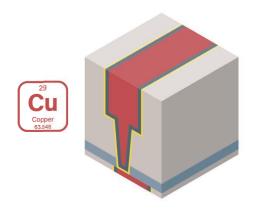




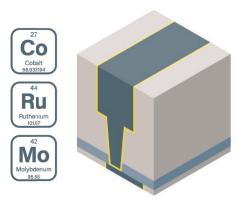
### Inflection 2: Post Cu/W Interconnects

#### Key challenges:

- Scalable interconnects (finer patterns)
- Improved resistivity and reliability (new metals)
- Downstream integration (CMP and wet processing)
- Improved defectivity control



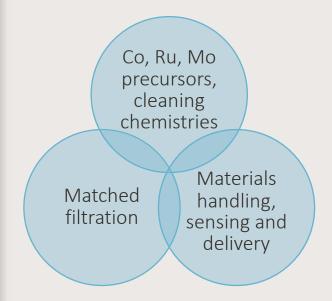
Copper interconnects require barrier layer that limits scaling



New materials required to scale advanced interconnect

Change in interconnect metal plays into Entegris portfolio of deposition, clean, filtration, and delivery

#### **Entegris Value Proposition**

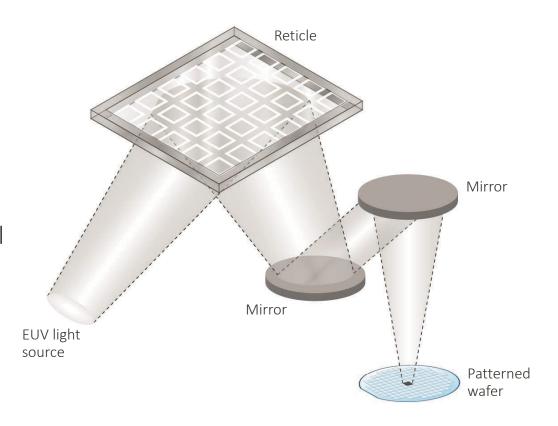




# Inflection 3: Extreme Ultraviolet Lithography (EUV)

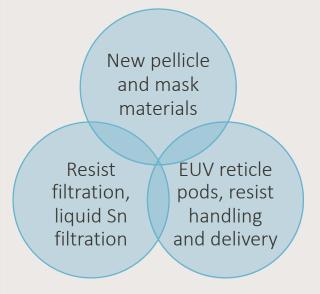
#### Key challenges:

- "Built-in" process variability (stochastic noise)
- New materials (resist, mask, pellicle)
- Improved defectivity control (finer patterns)



Increased EUV adoption drives new materials and defect control opportunities for Entegris

#### **Entegris Value Proposition**

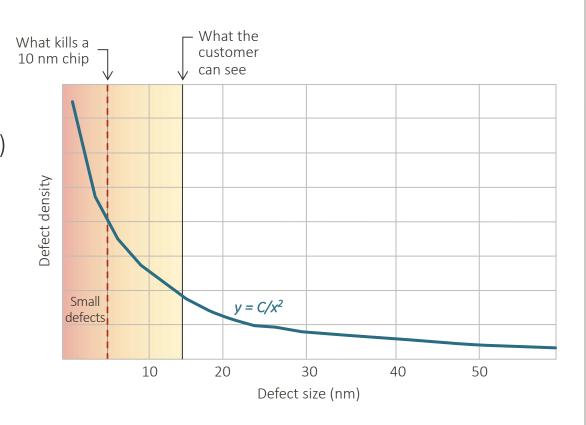




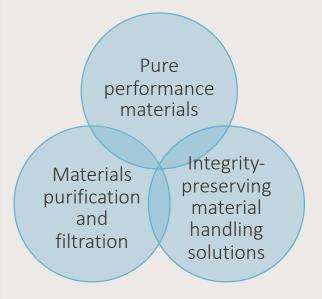
### Inflection 4: Drive Toward Zero Defects

#### Key challenges:

- Increasing reliability requirements (automotive)
- Increasing process complexity (yield ramps)
- Undetectable defects (latent fails)
- Time-to-yield



#### **Entegris Value Proposition**



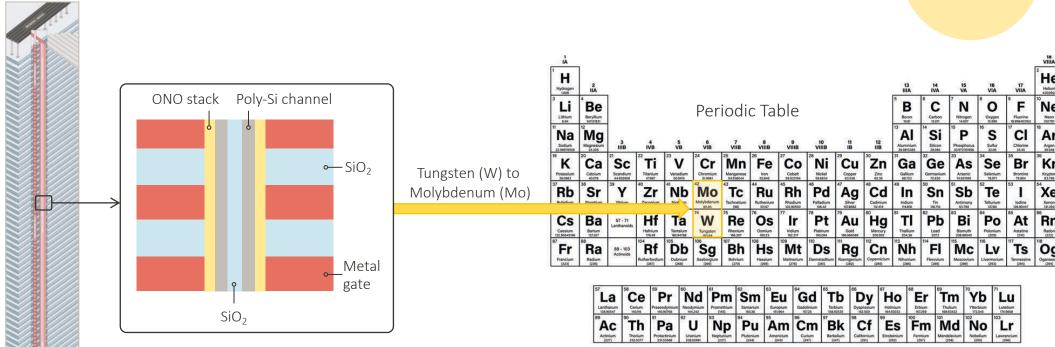
Automotive reliability requirements drive SAM growth for defect control at leading-edge and mainstream fabs



### Leveraging the Whole Portfolio: New Metallurgies for 3D-NAND

#### Cascade of value

- Taller 3D-NAND requires more conductive metal (Mo)
- New clean formulations required to match metallurgy
- New filters required to match clean formulation

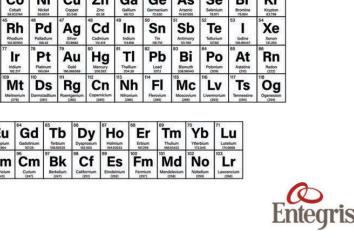


Gas

**Filters** 

Deposition

**Precursors** 



Liquid

Filters

Fluid

Handling

Clean

Formulations



### So What Does it all Mean for Entegris?

Unprecedented number of process innovations create opportunities that Entegris is uniquely positioned to address

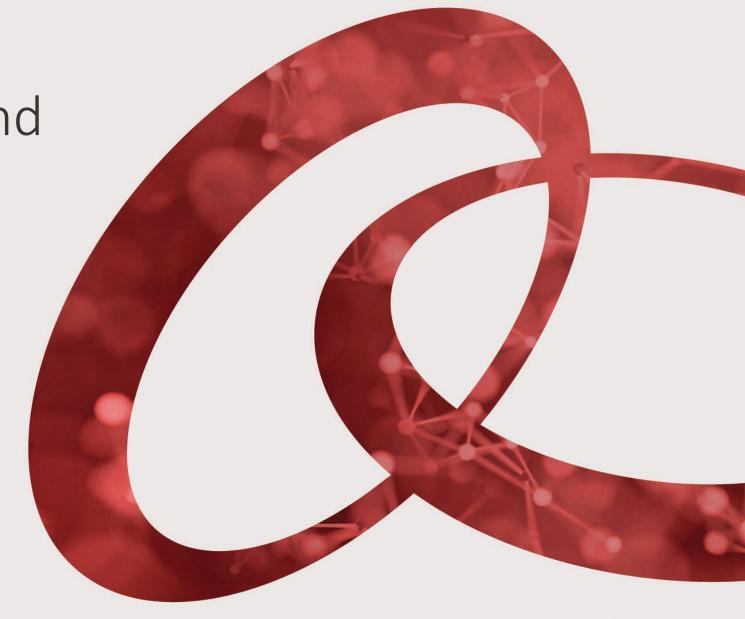
	Process Innovation	Opportunity
	Silicon – logic, memory	More materials
	Atomic-scale processing	New precursors, selective etches, filters
	Shrinking – EUV	Filters, reticle pods, clean packaging
More	Vertical architectures – 3D-NAND	New precursors, selective etches, filters
	New device architectures	New precursors, selective etches, filters
	Novel interconnects	New precursors, clean formulations, filters
	Zero defects	Purifiers, filters, FOUPs, clean packaging



Financial Strength and Flexibility

Greg Graves

Executive Vice President and Chief Financial Officer





### Historical Financials

#### Growth through cycles



- Revenue outgrowth in excess of our 200 to 300 basis point target
  - Market growth CAGR from 2015 to 2020 estimated to be 5%
- ~40% EBITDA flow through achieved over the period



### Multiplier Model

2015-2020 performance (including M&A)





### Entegris Capital Allocation Principles

Capital allocation priorities

Investments in R&D and CAPEX

- ER&D target: Trending to 9% of sales
- CapEx target:7% to 8% of sales

Value Accretive Acquisitions

- Intend to be a consolidator
- Targets:
   Core semiconductor and other adjacent markets

Return of Capital: Dividends and Share Buybacks

- 60% target payout of annual free cash flow
- Dividend target:

   Ongoing dividend with incremental increases as free cash flow warrants
- Share buybacks:
   Approximately \$15 million
   per quarter, plus opportunistic
   buybacks when appropriate



### Thoughtful and Balanced Capital Allocation

More than \$4.0 billion allocated over the past six years<sup>1</sup>

Acquisitions	Acquisition of ATMI in 2014 (\$809M net of cash acquired), PSS, SAES Pure Gas, DSC, MPD, Anow, Sinmat, GMTI continued "bolt on" acquisitions, broadened capabilities, and leveraged global platform	\$1.6B
ER&D	Continued investments and deployment of new products, increased customer value, and drove competitive advantage	\$801M
CapEx	Increased investments to support superior growth and results	\$651M
Share Buyback	Initiated \$10M quarterly share buyback in Q3 2017; increased to \$15M in Q2 2019	\$340M
Dividend	Initiated dividend in October 2017, increased to \$0.08 per share in July 2019	\$122M



### Disciplined and Value Accretive M&A

			Strategic	
		Unit vs. Capex	Core Semi	Adjacent Markets
2014	ATM I	Unit	<b>√</b>	
2017	TRINZIK	Unit	$\checkmark$	
2018	Particle Stzing Systems Building solutions one particle at a time.	CapEx	✓	
2018	SAES Pure Gas The Technology of Pure Gas	CapEx	$\checkmark$	
2019	Digital Specialty Chemicals	Unit	$\checkmark$	$\checkmark$
2019	MPD Chemicals	Unit	$\checkmark$	$\checkmark$
2019	<b>ANOW</b>	Unit	$\checkmark$	$\checkmark$
2020	SINMAT INNOVATIVE CMP SOLUTIONS	Unit	$\checkmark$	$\checkmark$
2020	Global	CapEx	✓	

Estimated M&A Contribution to 2020 Results<sup>1</sup>

Incremental sales: ~\$700M

Incremental EPS: ~\$0.60



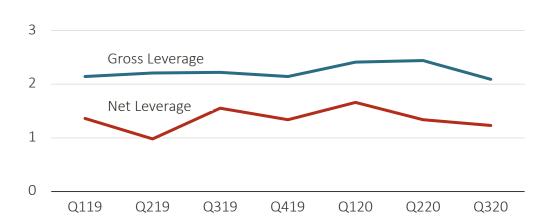
### Capital Structure

#### Conservative and flexible – with optionality

#### Capital Structure Targets

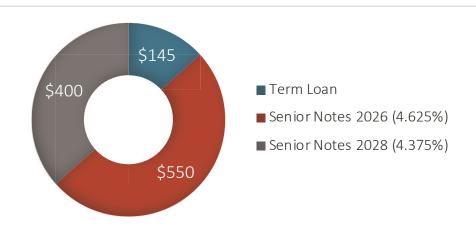
- Minimum cash balance of approximately \$200 million (globally)
- Maintaining debt rating of Ba1 or better
- Max gross leverage: 3.75x (for right M&A)

#### Leverage Ratios<sup>1</sup>



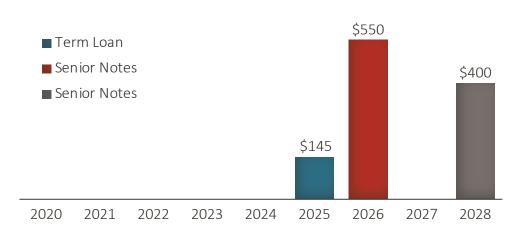
#### Total Debt: ~\$1,095M<sup>1</sup>

\$ in millions



#### **Debt Maturity Schedule**

\$ in millions





### Increase Focus on Productivity

#### Continuous innovation mindset

#### How?

- Standardize | simplify | centralize | automate
- Greater use of shared services

#### Where?

- SG&A, supply chain, and manufacturing
- Functional organizations and core processes

#### Why?

- Increase scalability of business model
- Achieve and maintain attractive EBITDA levels (>30%)
- Protect ER&D investments critical to value proposition



### Annual Target Model

Additional organic revenue assumes 40% incremental flow-through at EBITDA level

#### External Target Model<sup>1</sup>

Revenue (\$ in millions)	\$1,800	\$2,000	\$2,200	\$2,400	\$2,600
Adjusted operating margin <sup>2</sup>	~24%	~25%	~26%	~27%	~28%
Adjusted EBITDA margin <sup>2</sup>	~29%	~30%	~31%	~32%	~33%
Non-GAAP EPS <sup>3</sup>	>\$2.35	>\$2.75	>\$3.15	>\$3.55	>\$4.00



### Organic Profit Growth Path

Illustrative model Organic growth and operating leverage lead to EPS of >\$3.55 by 2023

	2020 Estimate <sup>1</sup>		Year Three Illustrative Model <sup>2</sup>
Revenue	\$1.83B	10% top-line growth	\$2.4B
Adj. operating margin³	~25%		~27%
Adj. EBITDA margin³	~29%	300 bps improvement	~32%4
Non-GAAP EPS	\$2.47		>\$3.55 <sup>5</sup>
ROIC <sup>6</sup>	~16%		~20%

Assumptions:

Semi growth in excess of GDP 3-4% Entegris' growth in excess of market



### Capital Allocation Scenarios<sup>1</sup>

Potential Incremental EPS Impact

Share Repurchase 2x leverage

~\$0.10

M&A – Small 2x leverage

~\$0.25

M&A – transformational 3.5x leverage

~\$0.50



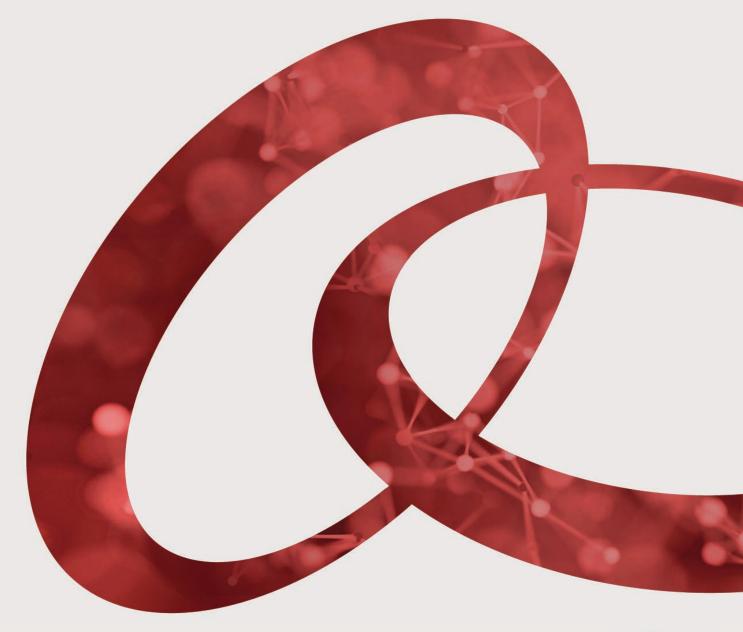
### Six Reasons to Own Entegris

- 1. Exciting industry with secular growth
- 2. Accelerating exposure to key technology inflections
- 3. Strong competitive moats
- 4. Resilient business model
- 5. Highly cash generative
- 6. Disciplined capital allocation with optionality

### Entegris is a value compounder



### Appendix





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

#### \$ in thousands

	December 31, 2015	December 31, 2016	December 31, 2017	December 31, 2018	December 31, 2019
Net sales	\$1,081,121	\$1,175,270	\$1,342,532	\$1,550,497	\$1,591,066
Net income	\$80,296	\$97,147	\$85,066	\$240,755	\$254,860
Net income – as a % of net sales	7.4%	8.2%	6.3%	15.6%	16.0%
Adjustments to net income:					
Equity in net loss of affiliate	1,687	_	_	_	_
Income tax expense	10,202	22,852	99,665	13,677	63,189
Interest expense, net	38,238	36,528	31,628	30,255	42,310
Other (income) expense, net	(12,355)	(991)	25,458	8,002	(121,081)
GAAP - Operating income	118,068	155,536	241,817	292,689	239,278
Operating margin - as a % of net sales	10.9%	13.2%	18.0%	18.9%	15.0%
Charge for fair value write-up of acquired inventory sold	_	_	_	6,868	7,544
Deal and transaction costs	_	_	_	5,121	26,164
Integration costs	12,667	_	_	3,237	9,932
Severance and restructuring costs	_	2,405	2,700	460	12,494
Impairment of equipment and intangibles	_	5,826	10,400	_	_
Loss on sale of subsidiary	_	_	_	466	_
Amortization of intangible assets	47,349	44,263	44,023	62,152	66,428
Adjusted operating income	178,084	208,030	298,940	370,993	361,840
Adjusted operating margin - as a % of net sales	16.5%	17.7%	22.3%	23.9%	22.7%
Depreciation	54,305	55,623	58,208	65,116	74,975
Adjusted EBITDA	\$232,389	\$236,653	\$357,148	\$436,109	\$436,815
Adjusted EBITDA – as a % of net sales	21.5	22.4	26.6	28.1	27.5



## 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

	December 31, 2015	December 31, 2016	December 31, 2017	December 31, 2018	December 31, 2019
GAAP net income	\$80,296	\$97,147	\$85,066	\$240,755	\$254,860
Adjustments to net income:					
Charge for fair value write-up of inventory acquired	_	_	_	6,868	7,544
Deal and transaction costs	_	_	_	5,121	26,575
Integration costs	12,667	_	_	3,237	9,932
Severance and restructuring costs	_	2,405	2,700	460	12,494
Loss on debt extinguishment and modification	_	_	20,687	2,319	1,980
Net gain on impairment/sale of short-term investment or equity					
investment	(1,449)	(156)	_	_	_
Loss on sale of subsidiary	_	_	_	466	_
Impairment of equipment and intangibles	_	5,826	13,200	_	_
Versum termination fee, net	_	_	_	_	(122,000)
Amortization of intangible assets	47,349	44,263	44,023	62,152	66,428
Tax effect of legal entity restructuring	_	_	_	(34,478)	9,398
Tax effect of adjustments to net income and discrete items <sup>1</sup>	(8,248)	(16,637)	(26,046)	(17,812)	(3,124)
Tax effect of Tax Cuts and Jobs Act	_	_	66,713	683	_
Non-GAAP net income	\$120,615	\$132,848	\$206,343	\$269,771	\$264,087
Diluted earnings per common share	\$0.57	\$0.68	\$0.59	\$1.69	\$1.87
Effect of adjustments to net income	\$0.29	\$0.25	\$0.85	\$0.20	\$0.07
Diluted non-GAAP earnings per common share	\$0.85	\$0.94	\$1.44	\$1.89	\$1.93
Weighted average diluted shares outstanding	141,121	142,050	143,518	142,610	136,568



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

#### \$ in millions

	December 31, 2020E <sup>1</sup>
Net sales	\$1,829
Net income	\$286
Net income – as a % of net sales	16%
Adjustments to net income:	
Income tax expense	59
Interest expense, net	48
Other (income) expense, net	(4)
GAAP - Operating income	389
Operating margin - as a % of net sales	21%
Charge for fair value write-up of acquired inventory sold	1
Deal and transaction costs	3
Integration costs	3
Severance and restructuring costs	4
Amortization of intangible assets	53
Adjusted operating income	453
Adjusted operating margin - as a % of net sales	25%
Depreciation	83
Adjusted EBITDA	\$536
Adjusted EBITDA – as a % of net sales	29%



## Reconciliation of GAAP Diluted Earnings per Share to Non-GAAP Diluted Earnings per Share

	December 31, 2020E <sup>1</sup>
Diluted earnings per common share	\$2.11
Adjustments to net income:	
Charge for fair value write-up of inventory acquired	0.00
Deal and transaction costs	0.02
Integration costs	0.02
Severance and restructuring costs	0.03
Loss on debt extinguishment	0.02
Amortization of intangible assets	0.38
Tax effect of adjustments to net income and discrete items <sup>1</sup>	(0.11)
Diluted non-GAAP earnings per common share	\$2.47



