

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): October 4, 2021

MKS Instruments, Inc.
(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction
of incorporation)

000-23621
(Commission
File Number)

04-2277512
(I.R.S. Employer
Identification No.)

**2 Tech Drive, Suite 201, Andover,
Massachusetts**
(Address of principal executive offices)

01810
(Zip Code)

Registrant's telephone number, including area code: 978-645-5500

Not Applicable
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, no par value	MKSI	Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

PRELIMINARY NOTE

As previously disclosed in the Current Report on Form 8-K filed on July 1, 2021 by MKS Instruments, Inc., a Massachusetts corporation (the “Company” or “MKS”), on July 1, 2021, the Company entered into a definitive agreement (the “Implementation Agreement”) with Atotech Limited, a Bailiwick of Jersey company (“Atotech”), providing for, subject to the terms and conditions of the Implementation Agreement, the acquisition (the “Acquisition”) of Atotech by the Company, which is expected to be implemented by means of a scheme of arrangement under the laws of Jersey. This Current Report on Form 8-K is being filed in connection with the proposed syndication of a \$5.28 billion term loan credit facility (with a portion thereof to be denominated in Euro) and a \$500 million asset-based revolving credit facility expected to be entered into by the Company in connection with the Acquisition (collectively, the “Credit Facilities”).

Item 2.02 Results of Operations and Financial Condition.

The Company reaffirms, as of the date hereof, its guidance for the third quarter of 2021, as provided in the Company’s press release dated July 28, 2021, on the Company’s earnings call held July 29, 2021, and in the presentation slides used in connection therewith.

Item 7.01 Regulation FD Disclosure.

On October 4, 2021, the Company will provide certain financial and other information, including the information attached as Exhibit 99.1 to this Current Report on Form 8-K, to prospective lenders (the “Lenders”) under the Credit Facilities.

The information contained in Exhibit 99.1 constitutes only a portion of the materials being made available to the Lenders and is intended to be considered in the context of the Company’s filings with the Securities and Exchange Commission and other public announcements that the Company may make, by press release or otherwise, from time to time. The Company disclaims any intention or obligation to update or revise any such information as a result of developments occurring after the date of this Current Report on Form 8-K, except as required by law. The information contained in this Current Report on Form 8-K, including the information contained in Exhibit 99.1, does not constitute an offer to sell, or the solicitation of an offer to buy, any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Except as otherwise indicated, all financial information of MKS contained in Exhibit 99.1 has been reported in accordance with U.S. generally accepted accounting principles (“GAAP”) and all financial information of Atotech contained in Exhibit 99.1 has been reported in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

The pro forma combined financial information contained in Exhibit 99.1 has not been prepared in accordance with Article 11 of Regulation S-X but rather represents a combination of MKS’ results with the results of Atotech and Photon Control. Except as otherwise stated in Exhibit 99.1, Atotech financial information has not been reconciled (a) from IFRS to GAAP in accordance with Regulation S-X or (b) to the accounting policies followed by MKS. Pro forma combined financial information pursuant to Article 11 of Regulation S-X and pro forma combined financial information prepared using Atotech’s financial information reconciled to GAAP could differ materially from the combined information presented in Exhibit 99.1.

The information contained in Exhibit 99.1 also includes MKS and Atotech financial measures that are not in accordance with GAAP (“Non-GAAP financial measures”) and Atotech financial measures that are not in accordance with IFRS (“Non-IFRS financial measures”), including, without limitation, Adjusted EBITDA, Adjusted EBITDA margin, free cash flow, Non-GAAP adjusted gross profit, Non-GAAP gross margin, Non-GAAP operating margin, free cash flow before debt service, Non-GAAP operating expenses, Non-GAAP operating income, Non-GAAP net interest expense, Non-GAAP tax rate, Non-GAAP net earnings and Non-GAAP net earnings per diluted share. These Non-GAAP financial measures and Non-IFRS financial measures should be viewed in addition to, and not as a substitute for, MKS’ and Atotech’s reported GAAP and IFRS results, and may be different from Non-GAAP financial measures and Non-IFRS financial measures used by other companies. MKS management believes the presentation of these Non-GAAP financial measures and Non-IFRS financial measures is useful for comparing

prior periods and analyzing ongoing business trends and operating results of both MKS and Atotech. In addition, certain Non-IFRS measures of Atotech and pro forma Non-GAAP measures of the combined company are presented with certain adjustments to align with GAAP and MKS financial reporting. Please see the Appendix at the end of Exhibit 99.1 for reconciliations of MKS' Non-GAAP financial measures, Atotech's Non-IFRS financial measures to the comparable GAAP and IFRS financial measures and such other adjustments.

MKS is not providing a quantitative reconciliation of (1) forward-looking Non-GAAP or Non-IFRS net earnings to GAAP and IFRS net income, as applicable, (2) forward-looking Adjusted EBITDA to GAAP or IFRS net income, as applicable, (3) forward-looking Non-GAAP adjusted gross profit, gross margin and operating margin to GAAP gross profit, gross margin or operating margin, as applicable, (4) forward-looking free cash flow and unlevered free cash flow to operating cash flow, or (5) forward-looking Non-GAAP operating expenses, Non-GAAP operating income, Non-GAAP net interest expense, Non-GAAP tax rate, Non-GAAP net earnings per diluted share and Adjusted EBITDA Margin to the most directly comparable GAAP financial measures, as applicable, in each case because it is unable to estimate with reasonable certainty the ultimate timing or amount of certain significant items without unreasonable efforts. These items may include, but are not limited to, acquisition and integration costs, acquisition inventory step-up, amortization of intangible assets, amortization of the step-up of inventory to fair value, net interest expense, depreciation expense, restructuring and other expense, asset impairment, and the income tax effect of these items. All of these items are uncertain, depend on various factors, including, but not limited to, our pending acquisition of Atotech and our recently completed acquisition of Photon Control, and could have a material impact on GAAP and IFRS, as applicable, reported results for the relevant period.

The information in Item 2.02 and Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Presentation slides provided on October 4, 2021](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

FORWARD-LOOKING STATEMENTS

This Current Report on Form 8-K and Exhibit 99.1 contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 regarding the Acquisition, the expected timetable for completing the Acquisition, future financial and operating results and metrics for the combined company, including to reflect MKS' acquisition of Photon Control Inc. ("Photon Control"), which MKS acquired in July 2021, benefits and synergies of the Acquisition, future opportunities for the combined company and other future expectations, beliefs, goals, plans or prospects. These statements are only predictions based on current assumptions and expectations. Any statements that are not statements of historical fact (including statements containing the words "will," "projects," "intends," "believes," "plans," "anticipates," "expects," "estimates," "forecasts," "continues" and similar expressions) should be considered to be forward-looking statements. Actual events or results may differ materially from those in the forward-looking statements set forth in this Current Report on Form 8-K and Exhibit 99.1. Among the important factors that could cause actual events to differ materially from those in the forward-looking statements are: manufacturing and sourcing risks, including supply chain disruptions and component shortages; the ability of MKS to complete the Acquisition; the risk that the conditions to the closing of the Acquisition, including receipt of required regulatory approvals and approval of Atotech shareholders, are not satisfied in a timely manner or at all; the terms and availability of financing for the Acquisition, including the Credit Facilities; the substantial indebtedness MKS expects to incur in connection with the Acquisition and the need to generate sufficient cash flows to service and repay such debt; MKS' entry into Atotech's chemicals technology business, in which MKS

does not have experience and which may expose it to significant additional liabilities; risk of litigation relating to the Acquisition; the risk that disruption from the Acquisition materially and adversely affects the respective businesses and operations of MKS and Atotech; restrictions during the pendency of the Acquisition that impact MKS' or Atotech's ability to pursue certain business opportunities or other strategic transactions; the ability of MKS to realize the anticipated synergies, cost savings and other benefits of the Acquisition, including the risk that the anticipated benefits from the Acquisition may not be realized within the expected time period or at all; competition from larger or more established companies in MKS' and Atotech's respective markets; the ability of MKS to successfully grow its business and the businesses of Atotech, Photon Control and Electro Scientific Industries, Inc., which MKS acquired in February 2019; potential adverse reactions or changes to business relationships resulting from the announcement, pendency or completion of the Acquisition; the ability of MKS to retain and hire key employees; legislative, regulatory and economic developments, including changing conditions affecting the markets in which MKS and Atotech operate generally as well as fluctuations in capital spending in the semiconductor industry and other advanced manufacturing markets, and fluctuations in sales to MKS' and Atotech's existing and prospective customers; the ability to anticipate and meet customer demand, the challenges, risks and costs involved with integrating the operations of the companies MKS has acquired; the impact of the COVID-19 pandemic and related private and public measures on MKS' and Atotech's businesses; potential fluctuations in quarterly results; dependence on new product development; rapid technological and market change; acquisition strategy; volatility of stock price; international operations; financial risk management, and the other factors described in MKS' Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and any subsequent Quarterly Reports on Form 10-Q, and Atotech's Annual Report on Form 20-F for the fiscal year ended December 31, 2020 and any subsequent reports on Form 6-K, each as filed with the U.S. Securities and Exchange Commission. Projections, forecasts and assumptions as to future events are subject to significant uncertainties and contingencies (especially in light of impacts from COVID-19), many of which are beyond MKS' control. In addition, MKS does not currently control the operations of Atotech, and the information underlying the assumptions and forecasts with respect thereto is consequently more limited. As a result, no assurance can be given that any calculations, projections, or forecasts will be realized. Actual results during the periods covered by the projections and calculations that follow may differ significantly from the forecasted results and such differences may be material. MKS is under no obligation to, and expressly disclaims any obligation to, update or alter these forward-looking statements, whether as a result of new information, future events or otherwise after the date of this Current Report on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MKS Instruments, Inc.

Date: October 4, 2021

By: /s/ Kathleen F. Burke
Name: Kathleen F. Burke
Title: Senior Vice President, General Counsel and Secretary

Public Lender Presentation

October 6, 2021

MKS Instruments, Inc.



SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 regarding the proposed acquisition (the "Acquisition") by MKS Instruments, Inc. ("MKS") of Atotech Limited ("Atotech"), the expected timetable for completing the Acquisition, future financial and operating results and metrics for the combined company, including to reflect MKS' acquisition of Photon Control Inc. ("Photon Control"), which MKS acquired in July 2021, benefits and synergies of the Acquisition, future opportunities for the combined company and other future expectations, beliefs, goals, plans or prospects. These statements are only predictions based on current assumptions and expectations. Any statements that are not statements of historical fact (including statements containing the words "will," "projects," "intends," "believes," "plans," "anticipates," "expects," "estimates," "forecasts," "continues" and similar expressions) should be considered to be forward-looking statements. Actual events or results may differ materially from those in the forward-looking statements set forth herein. Among the important factors that could cause actual events to differ materially from those in the forward-looking statements are: manufacturing and sourcing risks, including supply chain disruptions and component shortages; the ability of MKS to complete the Acquisition; the risk that the conditions to the closing of the Acquisition, including receipt of required regulatory approvals and approval of Atotech shareholders, are not satisfied in a timely manner or at all; the terms and availability of financing for the Acquisition; the substantial indebtedness MKS expects to incur in connection with the Acquisition and the need to generate sufficient cash flows to service and repay such debt; MKS' entry into Atotech's chemicals technology business, in which MKS does not have experience and which may expose it to significant additional liabilities; risk of litigation relating to the Acquisition; the risk that disruption from the Acquisition materially and adversely affects the respective businesses and operations of MKS and Atotech; restrictions during the pendency of the Acquisition that impact MKS' or Atotech's ability to pursue certain business opportunities or other strategic transactions; the ability of MKS to realize the anticipated synergies, cost savings and other benefits of the Acquisition, including the risk that the anticipated benefits from the Acquisition may not be realized within the expected time period or at all; competition from larger or more established companies in MKS' and Atotech's respective markets; the ability of MKS to successfully grow its business and the businesses of Atotech, Photon Control and Electro Scientific Industries, Inc., which MKS acquired in February 2019; potential adverse reactions or changes to business relationships resulting from the announcement, pendency or completion of the Acquisition; the ability of MKS to retain and hire key employees; legislative, regulatory and economic developments, including changing conditions affecting the markets in which MKS and Atotech operate generally as well as fluctuations in capital spending in the semiconductor industry and other advanced manufacturing markets, and fluctuations in sales to MKS' and Atotech's existing and prospective customers; the ability to anticipate and meet customer demand, the challenges, risks and costs involved with integrating the operations of the companies MKS has acquired; the impact of the COVID-19 pandemic and related private and public measures on MKS' and Atotech's businesses; potential fluctuations in quarterly results; dependence on new product development; rapid technological and market change; acquisition strategy; volatility of stock price; international operations; financial risk management, and the other factors described in MKS' Annual Report on Form 10-K for the fiscal year ended December 31, 2020 and any subsequent Quarterly Reports on Form 10-Q, and Atotech's Annual Report on Form 20-F for the fiscal year ended December 31, 2020 and any subsequent reports on Form 6-K, each as filed with the U.S. Securities and Exchange Commission. Projections, forecasts and assumptions as to future events are subject to significant uncertainties and contingencies (especially in light of impacts from COVID-19), many of which are beyond MKS' control. In addition, MKS does not currently control the operations of Atotech, and the information underlying the assumptions and forecasts with respect thereto is consequently more limited. As a result, no assurance can be given that any calculations, projections, or forecasts will be realized. Actual results during the periods covered by the projections and calculations that follow may differ significantly from the forecasted results and such differences may be material. MKS and Atotech are under no obligation to, and expressly disclaim any obligation to, update or alter these forward-looking statements, whether as a result of new information, future events or otherwise after the date of this presentation.

FINANCIAL INFORMATION; USE OF NON-GAAP AND NON-IFRS FINANCIAL MEASURES

Financial Information; Presentation of Pro Forma Combined Information

Except as otherwise indicated, all financial information of MKS has been reported in accordance with U.S. generally accepted accounting principles ("GAAP") and all financial information of Atotech has been reported in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

The pro forma combined financial information in this presentation has not been prepared in accordance with Article 11 of Regulation S-X but rather represents a combination of MKS' results with the results of Atotech and Photon Control. Except as otherwise stated herein, Atotech financial information has not been reconciled (a) from IFRS to GAAP in accordance with Regulation S-X or (b) to the accounting policies followed by MKS. Pro forma combined financial information pursuant to Article 11 of Regulation S-X and pro forma combined financial information prepared using Atotech's financial information reconciled to GAAP could differ materially from the combined information presented herein.

Uses of Non-GAAP and Non-IFRS Measures

This presentation also includes MKS and Atotech financial measures that are not in accordance with GAAP ("Non-GAAP financial measures") and Atotech financial measures that are not in accordance with IFRS ("Non-IFRS financial measures"), including, without limitation, Adjusted EBITDA, Adjusted EBITDA margin, free cash flow, Non-GAAP adjusted gross profit, Non-GAAP gross margin, Non-GAAP operating margin, free cash flow before debt service, Non-GAAP operating expenses, Non-GAAP operating income, Non-GAAP net interest expense, Non-GAAP tax rate, Non-GAAP net earnings and Non-GAAP net earnings per diluted share. These Non-GAAP financial measures and Non-IFRS financial measures should be viewed in addition to, and not as a substitute for, MKS' and Atotech's reported GAAP and IFRS results, and may be different from Non-GAAP financial measures and Non-IFRS financial measures used by other companies. MKS management believes the presentation of these Non-GAAP financial measures and Non-IFRS financial measures is useful for comparing prior periods and analyzing ongoing business trends and operating results of both MKS and Atotech. In addition, certain Non-IFRS measures of Atotech and pro forma Non-GAAP measures of the combined company are presented with certain adjustments to align with GAAP and MKS financial reporting. Please see the Appendix at the end of this presentation for reconciliations of MKS' Non-GAAP financial measures, Atotech's Non-IFRS financial measures to the comparable GAAP and IFRS financial measures and such other adjustments.

MKS is not providing a quantitative reconciliation of (1) forward-looking Non-GAAP or Non-IFRS net earnings to GAAP and IFRS net income, as applicable, (2) forward-looking Adjusted EBITDA to GAAP or IFRS net income, as applicable, (3) forward-looking Non-GAAP adjusted gross profit, gross margin and operating margin to GAAP gross profit, gross margin or operating margin, as applicable, or (4) forward-looking free cash flow and unlevered free cash flow to operating cash flow or (5) forward-looking Non-GAAP operating expenses, Non-GAAP operating income, Non-GAAP net interest expense, Non-GAAP tax rate, Non-GAAP net earnings per diluted share and Adjusted EBITDA Margin to the most directly comparable GAAP financial measures, as applicable, in each case because it is unable to estimate with reasonable certainty the ultimate timing or amount of certain significant items without unreasonable efforts. These items may include, but are not limited to, acquisition and integration costs, acquisition inventory step-up, amortization of intangible assets, amortization of the step-up of inventory to fair value, net interest expense, depreciation expense, restructuring and other expense, asset impairment, and the income tax effect of these items. All of these items are uncertain, depend on various factors, including, but not limited to, our pending acquisition of Atotech and our recently completed acquisition of Photon Control, and could have a material impact on GAAP and IFRS, as applicable, reported results for the relevant period.

Today's Presenters



John T. C. Lee
President &
Chief Executive Officer
14+ years at MKS



Seth H. Bagshaw
Senior Vice President,
Chief Financial Officer & Treasurer
15+ years at MKS

Table of Contents

- 1 Transaction Summary
- 2 Company Overview
- 3 Transaction Rationale
- 4 Financial Overview
- 5 Appendix
 - MKS Instruments
 - Atotech

Transaction Summary



Transaction summary

- On July 1st 2021, MKS announced it entered into an agreement to acquire Atotech for an equity value of ~\$5.1B⁽¹⁾
 - \$16.20 in cash per share and 0.0552 of a share of MKS common stock for each Atotech common share
 - Expect to realize \$50M of cost synergies over 36 months

Financing

- Cash portion of transaction is expected to be financed through a combination of available cash and committed debt financing
- MKS is seeking debt financing comprised of:
 - US\$1,000M EUR 7-year senior secured term loan facility
 - US\$4,280M USD 7-year senior secured term loan facility
 - US\$500M 5-year senior secured revolving credit facility
- The permanent financing structure is under consideration, based on prevailing market conditions
- At close, pro forma gross and net leverage is expected to be ~4.4x and ~3.7x, respectively, based on Pro Forma LTM Q2'21 Adj. EBITDA of \$1,208M⁽²⁾

Closing

- Expected Q4 2021
- Subject to Atotech shareholder approval, court approval, regulatory approvals, and other customary closing conditions

⁽¹⁾ Based on MKS share price as of 07/01/2021; ⁽²⁾ Includes \$50M of expected annualized run-rate synergies. See slide 58 for a bridge to Non-GAAP pro forma Adjusted EBITDA

Sources & Uses and Pro Forma Capitalization

Sources of funds (6/30/21)	(\$M)	Uses of funds (6/30/21)	(\$M)
Cash from Balance Sheet	\$499	Purchase of equity ⁽¹⁾	\$4,827
Equity to Atotech shareholders ⁽¹⁾	1,624	Refinance MKS debt	829
New USD Term Loan B	4,280	Refinance Atotech debt	1,592
New EUR Term Loan B (USD equivalent)	1,000	Total transaction fees and OID	155
Total sources	\$7,403	Total uses	\$7,403

Pro forma capitalization

Capitalization (\$M)	Maturity	Amount	x LTM 6/30/21 Adj. EBITDA	% cap
Cash & Marketable Securities		\$790 ⁽²⁾		
New \$500M Revolving Credit Facility	2026	-		
New USD Term Loan B	2028	4,280		
New EUR Term Loan B	2028	1,000		
Total debt		\$5,280	4.37x	34.7%
Total net debt		\$4,490	3.72x	
Market value of equity		9,926 ^{(1),(3)}		65.3%
Total capitalization		\$15,206		
Adj. EBITDA			\$1,208⁽⁴⁾	

⁽¹⁾ Based on MKS share price as of 10/1/2021; ⁽²⁾ Pro forma cash, cash equivalents and short-term investments as of 6/30/21 less cash from the balance sheet used as a source of funds for the transaction; ⁽³⁾ Pro forma diluted shares outstanding include approx. 55.5M existing MKS shares and approx. 10.9M additional MKS shares to be issued to Atotech shareholders; ⁽⁴⁾ Includes \$50M of expected annualized run-rate synergies. See slide 58 for a bridge to Non-GAAP pro forma Adjusted EBITDA

Summary Terms and Conditions

Borrower	MKS Instruments, Inc. (the "Borrower")			
Guarantors	Borrower's direct and indirect domestic material subsidiaries			
Security	<ul style="list-style-type: none"> ■ Perfected first lien priority security interest on substantially all assets of the Borrower and Guarantors ■ 65% of the voting capital stock, and 100% of the non-voting capital stock, of any first-tier foreign subsidiary 			
Facility	Facility	Amount	Tenor	Amortization
	Revolver	\$500M	5 years	N/A
	USD Term Loan B	\$4,280M	7 years	0.25% per quarter; bullet at maturity
	EUR Term Loan B	\$1,000M (USD equivalent)	7 years	0.25% per quarter; bullet at maturity
Call protection	<ul style="list-style-type: none"> ■ Revolver: None ■ Term Loan Bs: 101 soft call for 6 months 			
Incremental facilities	Usual and customary for transactions of this type			
Mandatory prepayments	Usual and customary for transactions of this type			
Financial covenants	<ul style="list-style-type: none"> ■ Revolver: Maximum first lien net leverage of 6.00x, tested when utilized above 35% ■ Term Loan Bs: None 			
Negative covenants	Usual and customary for transactions of this type			
Lead Arranger & Admin Agent	J.P. Morgan			

Note: A fulsome marketing term sheet will be posted to Syndtrak.

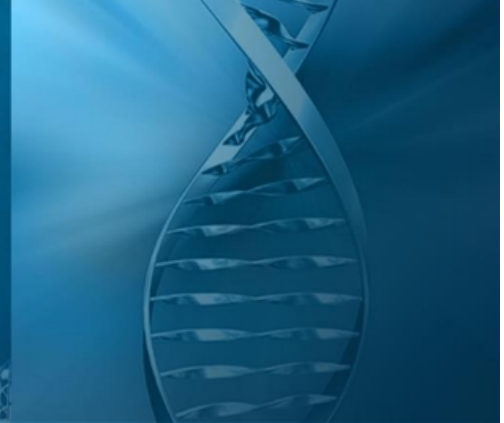
Financing Timeline



Date	Event
October 1 st	■ Launch acquisition financing
October 6 th	■ Global lender call
October 21 st	■ Commitments due at 5:00pm EST
Q4 2021	■ Estimated closing

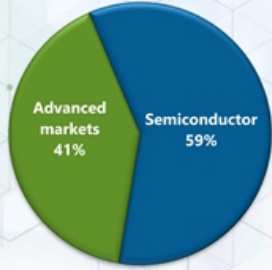
Company Overview

John T.C. Lee



MKS Business Snapshot

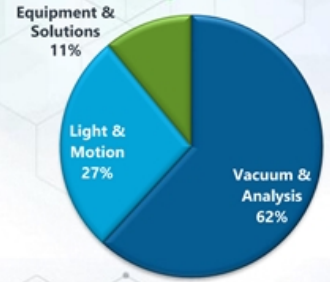
Revenue Mix⁽¹⁾



Revenue Stream⁽¹⁾



Revenue By Segment⁽¹⁾



LEADING POSITION IN 15 CATEGORIES⁽²⁾
15



SEMI CHIPS MADE w/ MKS PRODUCTS⁽³⁾
~100%



PATENTS WORLDWIDE
~2,200



EMPLOYEES WORLDWIDE
~5,400



TOTAL CUSTOMERS ACROSS THE GLOBE
24K+



ENGINEERS AND SCIENTISTS
1,000+

⁽¹⁾ Represents LTM 06/30/21 financials; ⁽²⁾ Product categories where Company estimates it is #1 or #2. Excludes Photon Control; ⁽³⁾ Internal Company estimate

Broad Portfolio Driving Growth Across Multiple End Markets

Semiconductor

- **Deposition**
 - Atomic Layer Deposition, Plasma Enhanced Chemical Vapor Deposition
- **Etching**
 - Extreme Vertical Structures
- **Lithography**
 - 193nm Immersion, EUV
- **Metrology & Inspection**
- **Critical Wet Processing**
 - Dissolved Reactive Gases

LTM Q2'21
REVENUE
59%

Advanced Markets

- **Advanced Electronics Manufacturing**
 - PCB Manufacturing, Electronic Component Manufacturing, Electronic Thin Film
- **Industrial Technologies**
 - Process Industries, Telecom/Datacom, Industrial Manufacturing
- **Life & Health Sciences**
 - Analytical & Medical Instrumentation, Biopharma, Bioimaging, Surgery
- **Research & Defense**
 - Imaging/Infrastructure, Protection/Surveillance, Electronics/Biological Research, Ultrafast Laser Studies

41%

⁽¹⁾ Company estimate; ⁽²⁾ GDP refers to the Congressional Budget Office's forecast in its "Update to the Economic Outlook" published in July 2020.

2020-2025 Semiconductor CAGR: WFE⁽¹⁾+200bps

2020-2025 Advanced Markets CAGR: GDP⁽²⁾+300bps

Atotech Business Snapshot



Differentiated integrated equipment chemistry and service offering

⁽¹⁾ Represents LTM 06/30/21 financials; ⁽²⁾ Based on FY 2020 market share information per Atotech company estimates provided in June 2021 Atotech investor presentation



Note: IIoT = Industrial Internet of Things

⁽¹⁾ Based on Atotech company estimates provided in June 2021 Atotech investor presentation

1

Delivers Superior Performance

- Mission-critical "designed-in" solutions
- Environmentally sustainable product portfolio
- Commitment to R&D and innovation
- Proprietary molecules synthesized in-house

2

Maximizes Chemistry Effectiveness

- Plating equipment designed to optimize chemistry outcomes (higher yields and less downtime)
- Installed base of over 1,000 systems pulls through chemistry sales
- #1 global market share in horizontal plating equipment⁽¹⁾

3

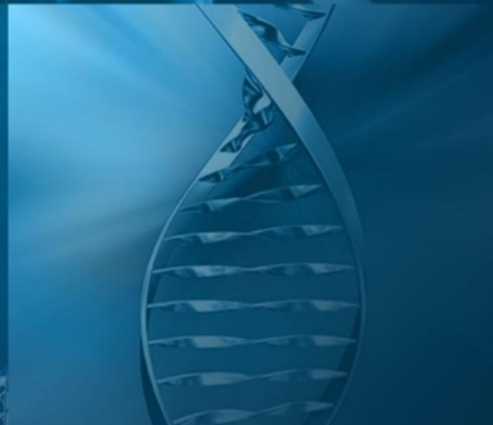
Ensures Optimal Results

- Service-intensive with 16 global Technology Centers and ~1,900 technical experts at customer sites
- Fosters deep customer intimacy
- Highly innovative equipment software
- Development of multiple IIoT solutions underway

Top 25 Customers Average Length of Relationship > 20 years

Strategic Rationale

John T.C. Lee



Key Credit Highlights

- 1 Combined company is strategically positioned to outperform industry growth**
 - MKS and Atotech are positioned to benefit from growing miniaturization and complexity in electronics
 - Broad equipment and consumable portfolio with market leading positions in critical applications
- 2 Compelling industrial logic for combination**
 - Complementary products to optimize the Interconnect, and accelerate customer roadmaps
 - Adjacent channel strengths creates significant market share gain opportunities – cross-selling and innovation
- 3 Resilient business models – diversified revenue stream with sticky/stable customer relationships**
 - Diverse mix of revenue streams by product, geography, and customer
 - Attractive recurring revenue stream (Consumables + Services) estimated at ~40% of combined pro forma revenue
 - Deep customer relationships together with products built into generational platforms
- 4 Strong FCF generation profile with conservative leverage**
 - MKS generated over \$1.4B of FCF between 2016 and 2020 and successfully de-levered post-Newport and ESI acquisitions
 - ~4.4x pro forma leverage as of 6/30/21 with expected rapid deleveraging using combined FCF
- 5 Experienced management team with superior execution and M&A integration track record**



The Next Frontier in Miniaturization and Complexity is the Interconnection of chips, sensors, and devices

- **Broadens MKS' capabilities in Advanced Markets**
 - *Atotech is a global leader in electronics chemistry*
- **Positions MKS to accelerate customer roadmaps**
 - *Together we can optimize the interplay between chemical processes and via drilling to solve challenges on next-generation architectures*
- **Strengthens MKS' financial profile**
 - *Transaction expected to be accretive within first year, adds attractive consumables revenue stream and opens new growth opportunities*

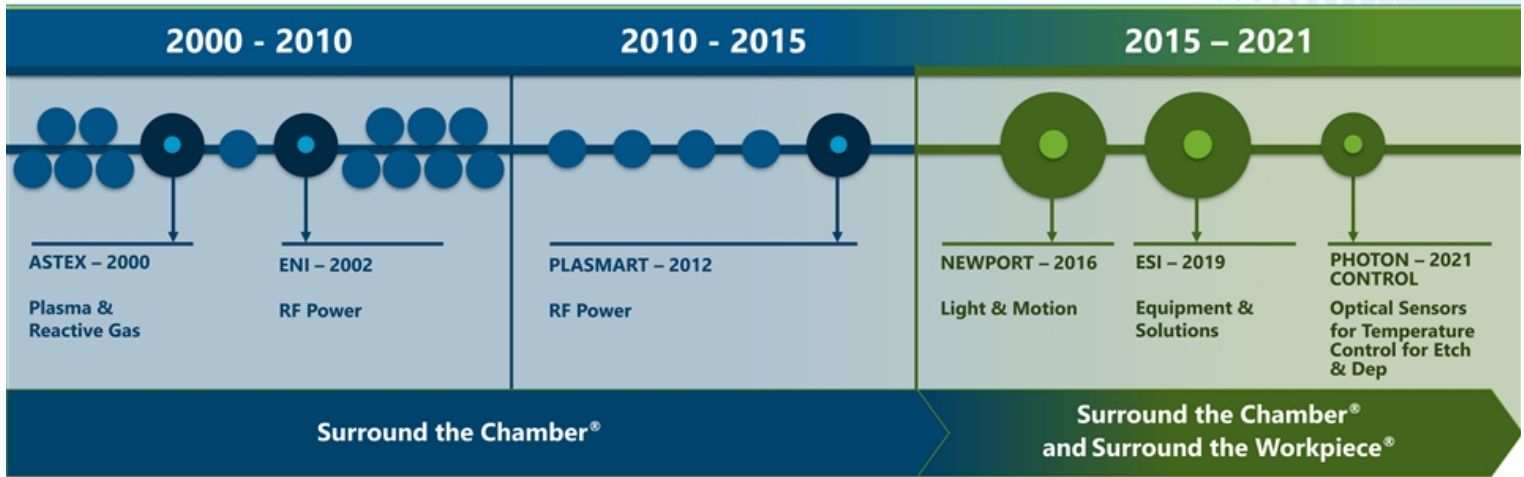
Market Expansion With Leading Positions



		VACUUM & ANALYSIS							LIGHT & MOTION										EQUIPMENT & SOLUTIONS		CHEMISTRY		
		Pressure Measurement	Control & Iso Valves	Flow & Gas Delivery	RGA	FTIR	Plasma & Reactive Gas	RF Power	Instruments	Vibration Control	Motion	Opto-Mechanics	Laser Measurement	Lasers	Laser Optics	Gratings & Filters	IR Optics	Integrated Solutions	Temperature Measurement ⁽¹⁾	Flex PCB	Component Test	Electronics	General Metal Finishing
INDUSTRIAL TECHNOLOGIES	Semiconductor																						
	Advanced Electronics Mfg.																						
	Industrial																						
Life & Health Sciences																							
Research & Defense																							

⁽¹⁾ Contribution from Photon Control

M&A is Core to MKS Growth Strategy



23 deals combining transformational and tuck-ins, expanding capabilities and access to key markets

Track record of efficient integration and de-levering

Newport and ESI set foundation for Advanced Markets growth similar to early Semi acquisitions

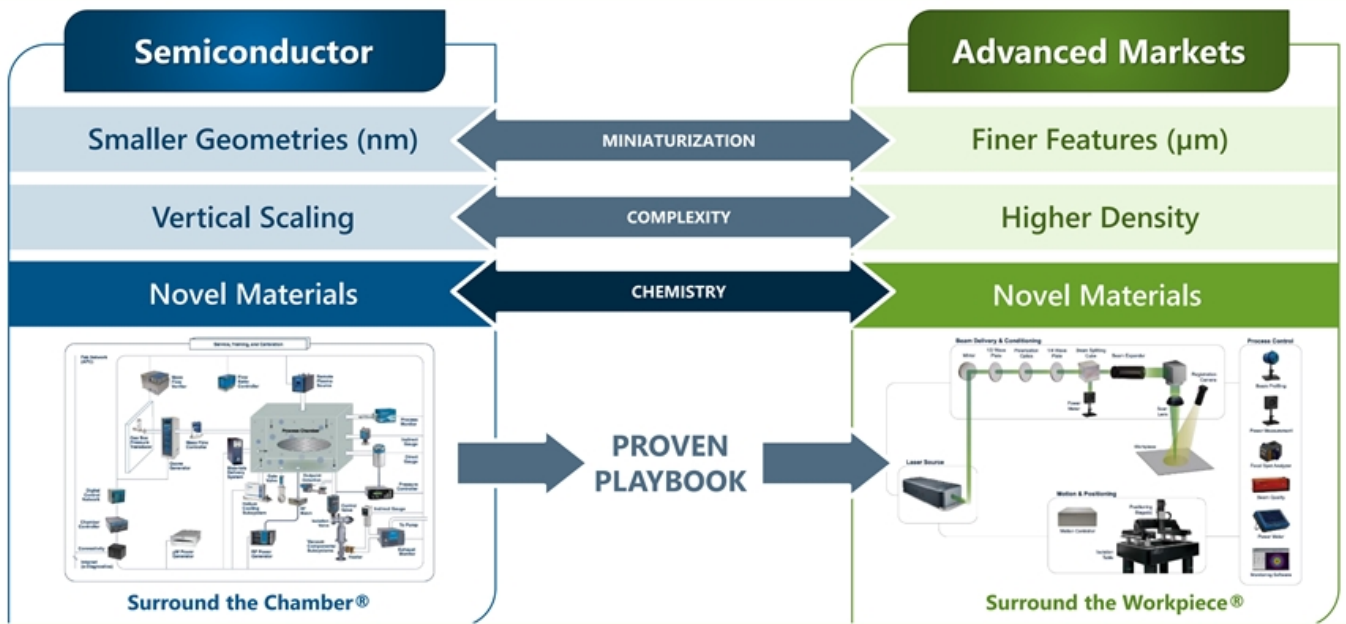
Photon Control expands Surround the Chamber offering

Significant Opportunities to Further Extend Technology and Market Position



MKS PROPRIETARY

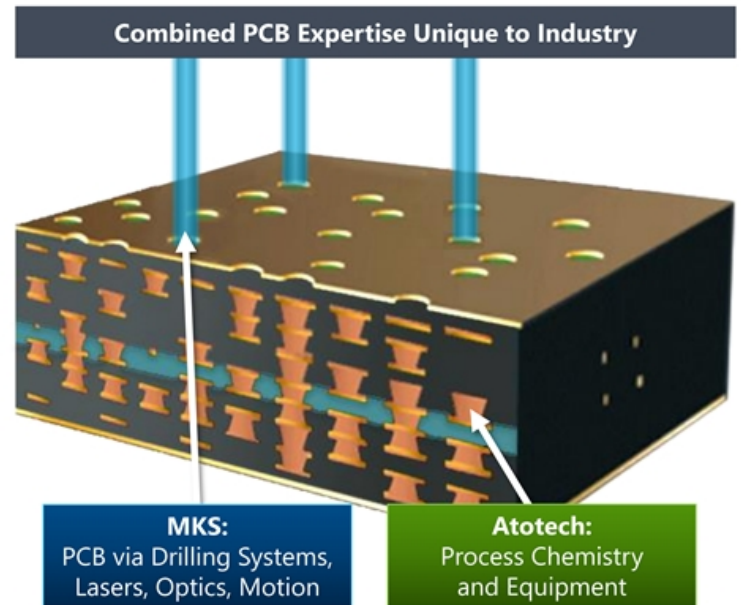
Chemistry Is Critical Enabler in the Markets MKS Serves



Optimization of the Interconnect is the Next Frontier for Miniaturization and Complexity

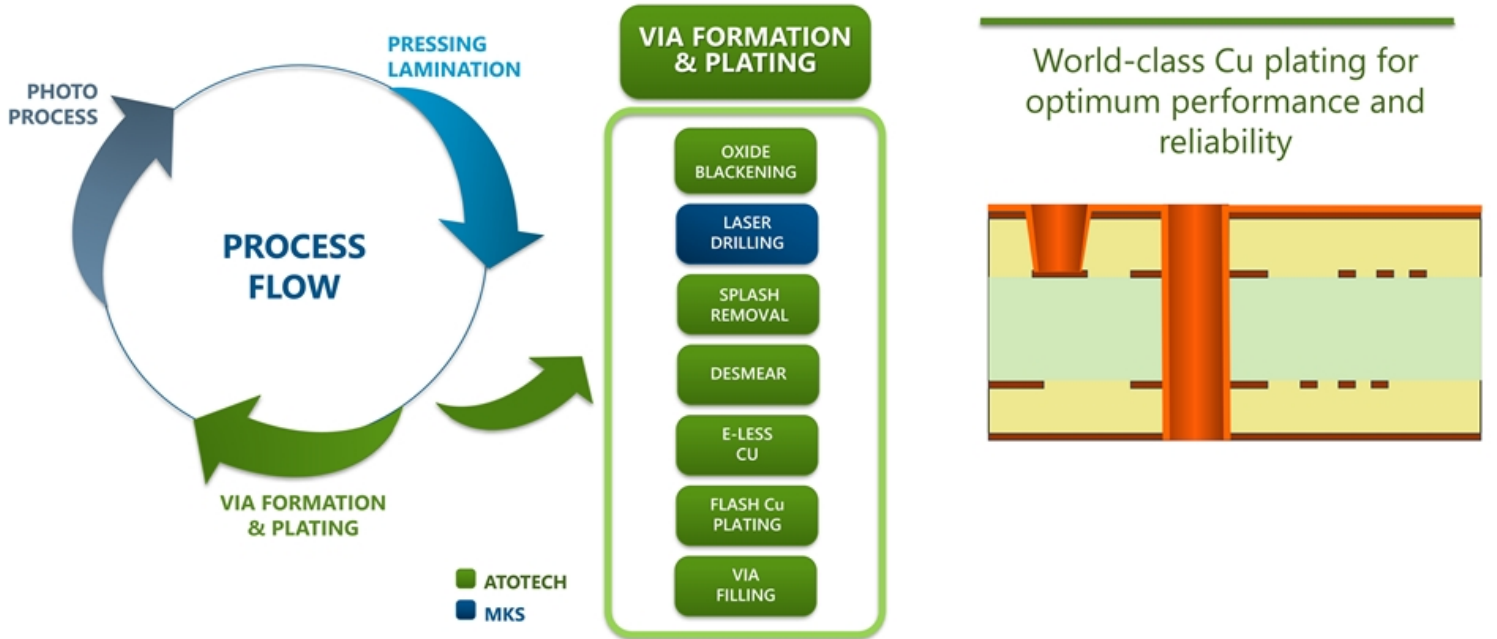
Challenges at the Interconnect Demand Integrated Approach

- **Increased device complexity driving PCB and Packaging innovation**
 - *Increasing density, shrinking geometries*
- **Interconnect quality is essential to integration of chips to devices**
 - *Reliability, productivity and peak performance are critical*
- **Optimization of the interconnect enables price/performance gains for next-gen devices**
 - *Optimized workflow delivers yield and throughput gains*

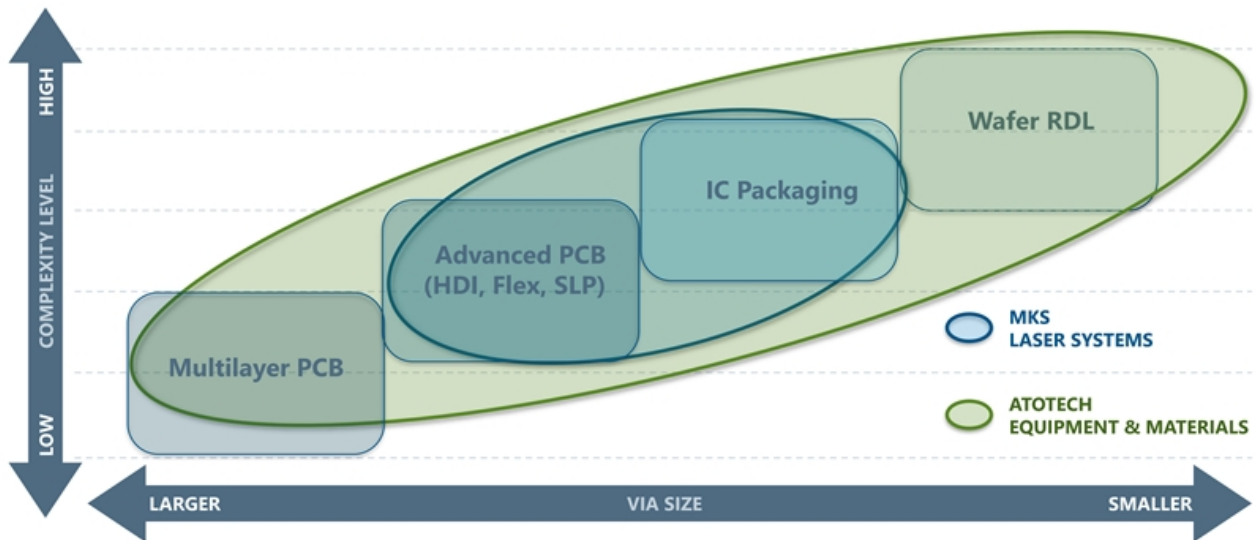


Adjacent Expertise Creates Significant Market Share Opportunities

Complete Via Formation Process – Unique to the Industry



Unique Domain Expertise In PCB and Packaging



Ability to optimize chemistry and equipment together will be a key differentiator

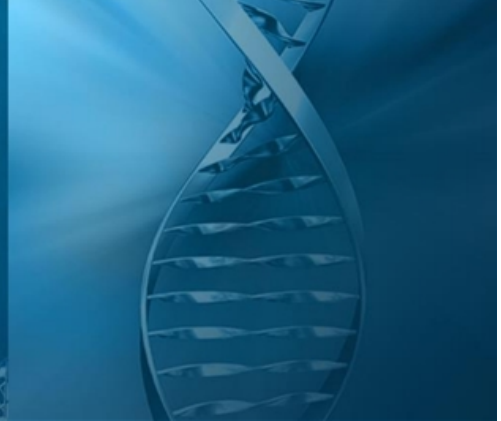
L-T Opportunity: Leverage Combined Via Formation Expertise



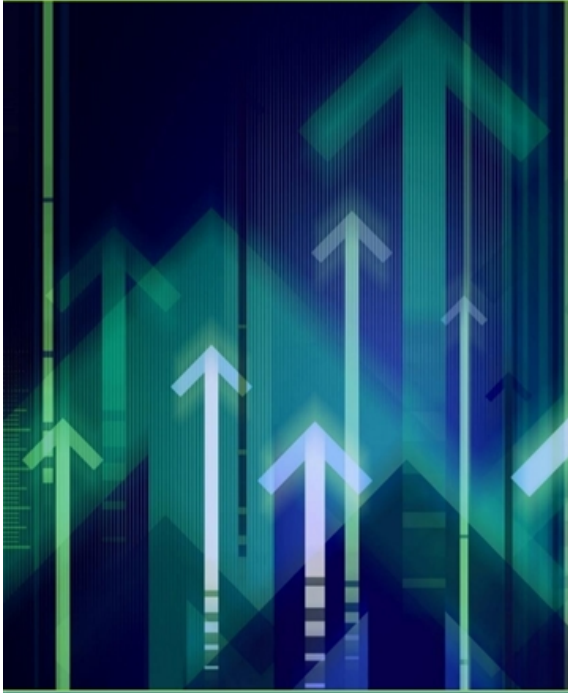
Solving Customers' Hardest Challenges Through Optimization, Collaboration & Differentiation

Financial Rationale

Seth H.
Bagshaw



Stronger Financial Profile



- **Atotech brings robust operating profile**
 - Adjusted Gross margin ~50%⁽¹⁾; Adjusted EBITDA margin of >25%⁽¹⁾
- **Attractive recurring consumables revenue stream**
 - Equipment + Consumables provides sticky/stable business
- **Non-GAAP EPS expected to be accretive within first year**
 - Estimate \$50 million of annual run rate cost synergies over 36 months
- **Manageable leverage supported by robust pro forma cash generation**
 - Strong combined pro forma FCF and growing EBITDA provide sufficient room to reduce leverage ratios

⁽¹⁾ LTM 6/30/2021. Reported Adjusted Gross Margin and Adjusted EBITDA Margin include adjustments to align with U.S. GAAP and MKS financial reporting. See appendix.

Diversifies Revenue & Provides Recurring Stable Cash Flows

MKS Standalone

Total Revenue	\$2.7B
Revenue mix	<ul style="list-style-type: none"> 41% Semiconductor 59% Advanced Markets
Revenue streams	<ul style="list-style-type: none"> 13% Services 87% Equipment
Customer concentration	25% Revenue contribution from AMAT/LAM
Profitability ⁽¹⁾	46% % Non-GAAP Gross margin \$0.8B / 28% Adj. EBITDA / Margin

Pro Forma

Total Revenue	\$4.1B
Revenue mix	<ul style="list-style-type: none"> 39% Semiconductor 61% Advanced Markets
Revenue streams	<ul style="list-style-type: none"> 31% Consumables 59% Services 10% Equipment
Customer concentration	16% Revenue contribution from AMAT/LAM
Profitability ⁽¹⁾	48% % Adj. Gross margin \$1.2B⁽²⁾ / 29%⁽²⁾ Adj. EBITDA / Margin

Note: Based on LTM 6/30/2021 results. See Appendix for Atotech adjustments and reconciliations for MKS Non-GAAP Gross margin and Adj. EBITDA; ⁽¹⁾ Atotech LTM Q2'21 gross profit includes adjustments to align with MKS financial reporting. Atotech LTM Q2'21 Adj. EBITDA adjusted from IFRS to GAAP basis; ⁽²⁾ Pro forma LTM Q2'21 Adj. EBITDA include \$50M of expected annualized run-rate synergies.

Reduces Exposure to Semiconductor Market Below 40% and Adds Recurring Revenue With Strong Profitability

Sticky and Stable Customer Relationships

MKS

- Complexity of Semiconductor manufacturing process drives **deep and long customer relationships**
- IC manufacturers follow a method called **“copy exact”** to duplicate manufacturing processes
 - Requires every piece of equipment to be an identical copy to the original certified version
 - Contractual commitment
- Copy-exact methodology enables **MKS to be “locked-in” after each design win**

Atotech

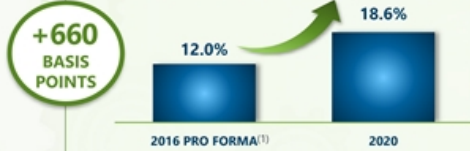
- **Mission-critical “designed-in” solutions** drives customer loyalty and stickiness
 - 24 years avg. relationship length with top-25 customers
- Work collaboratively with customers and OEMs to be named **Process of Record (POR) with their suppliers**
- **Strong customer focus culture** drives customer intimacy
 - 80-90% of annual R&D spend supports existing customers’ product improvement
 - Invested in Technology Centers in close proximity to customers which helps provide on-site support

Strong Track Record of Successful M&A Execution

Newport Acquisition - April 2016

	Announced	Realized
Run-rate synergies	\$35M	\$38M
Timeline	18-36 months	17 months

L&M SEGMENT NON-GAAP OPERATING MARGIN



MKS NET LEVERAGE RATIO



ESI Acquisition - February 2019

	Announced	Realized
Run-rate synergies	\$15M	\$18M
Timeline	18-36 months	20 months

E&S SEGMENT NON-GAAP OPERATING MARGIN



MKS NET LEVERAGE RATIO



⁽¹⁾ Assumes the Company acquired Newport on January 1, 2016 and ESI on January 1, 2019. 2016 and 2019 Pro Forma Non-GAAP Operating Margin reconciliations can be found in the Appendix.

History of Rapid De-levering and Delivering Synergies Faster and Above Targets

Synergy Overview

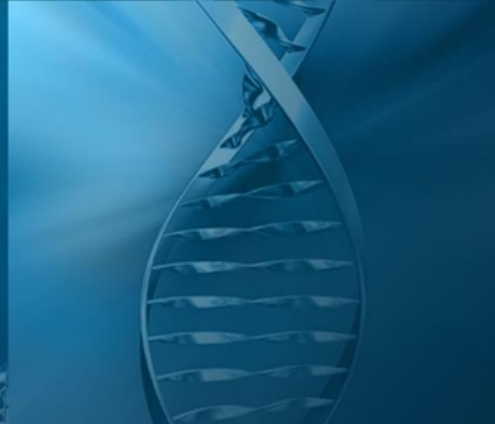
- Majority of the cost savings / synergies exist at the corporate level
- \$50M of annualized cost synergies estimated to be achieved over 36 months from transaction close
- Synergies expected to be phased in 1/3 per year for three years beginning 2022E
 - Synergy impact on PF EBITDA (ex. cost to achieve synergies):
 - 2022E: \$17M (33% of run-rate)
 - 2023E: \$33M (66% of run-rate)
 - 2024E onwards: \$50M (100% of run-rate)
- Approximately \$37.5M of one-time costs to achieve projected synergies

Projected Synergies	
Public company, corporate, and related costs	\$20
Materials / logistics / supply chain	10
Business unit operating expense lean-out	10
Facilities / operations optimization	10
Total synergies	\$50M

~5% of Atotech's \$1B cost base

Financial Overview

Seth H.
Bagshaw



Post-close Financial Plan

For the immediate future, MKS is focused on integration and committed to paying down debt

LIQUIDITY

- Total estimated liquidity of \$1.3B: ~\$0.8B cash at close plus \$500M undrawn credit facility

LEVERAGE

- Pro forma gross leverage at close expected to be slightly below 4.4x based on Pro forma LTM Q2'21 Adj. EBITDA
- Expected to return to 2x gross leverage in the long-term

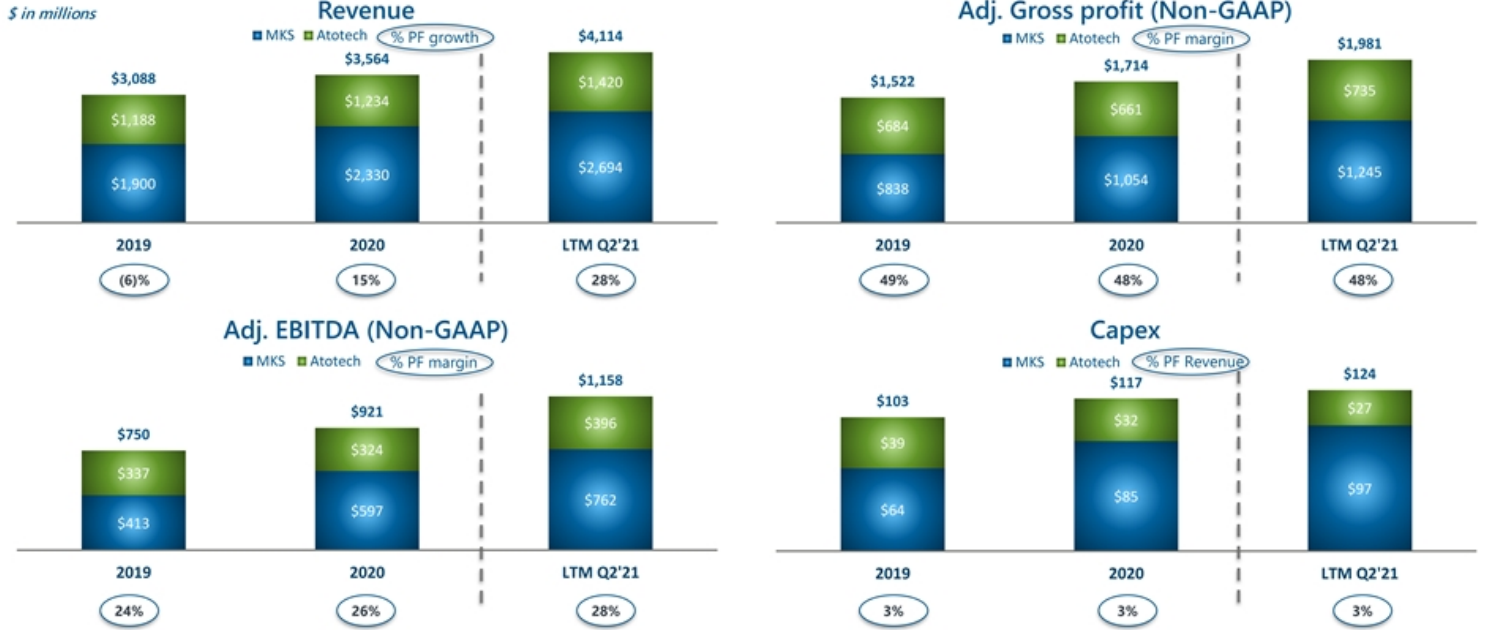
CAPITAL ALLOCATION

- Allocate free cash flow towards debt repayment
- No share repurchase since Q3 2018 and none expected
- Maintain existing dividend

M&A

- Defer significant M&A until integration substantially complete

Combined Pro Forma Financial Profile



Note: Atotech historical reported gross profit includes adjustments to align with MKS financial reporting. Atotech historical reported Adj. EBITDA and capex adjusted from IFRS to GAAP basis. See Appendix for Atotech's financial adjustments and reconciliations for MKS Non-GAAP financial measures.

MKS Q3'21 Guidance

	Q3'21E	Q2'21A
Revenue	\$720M +/- \$30M	\$750M
Non-GAAP Financial Measures		
Gross Margin	47.0% +/- 100bps	47.4%
Operating Expenses	\$149M +/- \$4M	\$147M
Operating Income	\$190M +/- \$17M	\$208M
Operating Margin	26.4% +/- 130bps	27.7%
Interest Expense, Net	\$6M	\$6M
Tax Rate	17.0%	17.0%
Net Earnings	\$153M +/- \$15M	\$168M
Net Earnings per Diluted Share	\$2.74 +/- \$0.26	\$3.02
Diluted Share Count	55.7M	55.7M

- Revenue from Semiconductor Market expected to be consistent to slightly up sequentially
- Revenue from Advanced Markets expected to decline sequentially
- Non-GAAP gross margin reflects anticipated product mix and revenue levels
- Non-GAAP tax rate reflects anticipated geographic mix of taxable income
- Guidance inclusive of partial quarter results from Photon Control

Note: See Appendix for reconciliations for Non-GAAP financial measures.

Atotech FY 2021 Guidance⁽¹⁾

	FY 2021
Electronics Chemistry Organic Revenue Growth	7% – 8%
GMF Chemistry Organic Revenue Growth	12% – 13%
Total Chemistry Organic Revenue Growth	~10%
Total Revenue Growth ⁽²⁾	13% – 14%
Adjusted EBITDA (IFRS-basis)	\$435M – \$450M
Capex as % of Total Revenue	4.5% – 5.0%
Interest Expense ⁽³⁾	\$70M – \$74M
Income Tax Rate ⁽⁴⁾	30% – 31%

- **Assumptions: Market growth rates based on Atotech's internal market model, (data derived from key consultancy firms (e.g. IHS, IDC)) and continued recovery from COVID-19 pandemic leading to 6% global GDP growth (IMF)**
- **Adjusted EBITDA – Guidance assumes FX rates as per June 30, 2021**

⁽¹⁾ Atotech guidance as presented in Atotech's Q2'21 earnings presentation on 8/11/21 in connection with its earnings call

⁽²⁾ Includes chemistry organic growth and equipment excluding FX effects

⁽³⁾ Excludes roughly \$59M in one-time costs connected with early extinguishment of Holdco and Opco notes and financing fee amortization, which was recognized in Q1 2021. Review Atotech Annual Report on Form 20-F

⁽⁴⁾ Includes approximately 25% - 26% income tax rate and 5% withholding tax rate. Tax rate is generally applicable to operating profit (before interest expense), and does not include any tax litigation reserves Atotech may take.

MKS Standalone Long-Term Target Model

2020-2025 Semi CAGR

WFE⁽¹⁾+200bps

2020-2025 Advanced Markets CAGR

GDP⁽²⁾+300bps

Incremental Non-GAAP Gross Margin

~50%

Incremental Non-GAAP Operating Margin

~40%

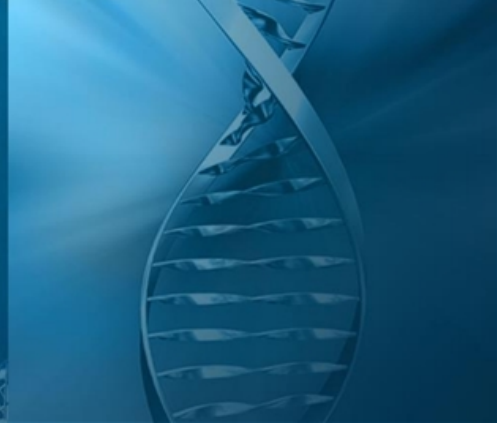
⁽¹⁾ Growth rate for Wafer Fabrication Equipment spend for the period 2020-2025
⁽²⁾ Growth rate for Nominal Gross Domestic Product for the period 2020-2025

Non-GAAP EPS CAGR 2x Revenue Growth

Key Takeaways

- **Compelling industrial logic for acquisition**
 - Strategic fit
 - Diversifies business in terms of customers, end-markets and consumables / hardware mix
 - Provides recurring revenue and cash flow stability through business cycles
 - Path to seamless integration
- **Strong pro forma cash generation and liquidity profile**
- **Conservative financial policies**
 - Strong deleveraging track record in previous sizable acquisitions
 - Natural deleveraging over next 18-24 months
 - Expected to return to 2x gross leverage in the long-term

Appendix



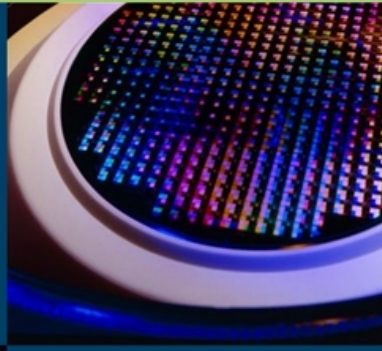
MKS Overview



MKS Value Proposition



Enabling key technology trends with foundational solutions



Semi subsystems leader with broadest portfolio

Positioned for growth in complementary Advanced Markets



Focus on miniaturization and technical complexity drives shareholder value



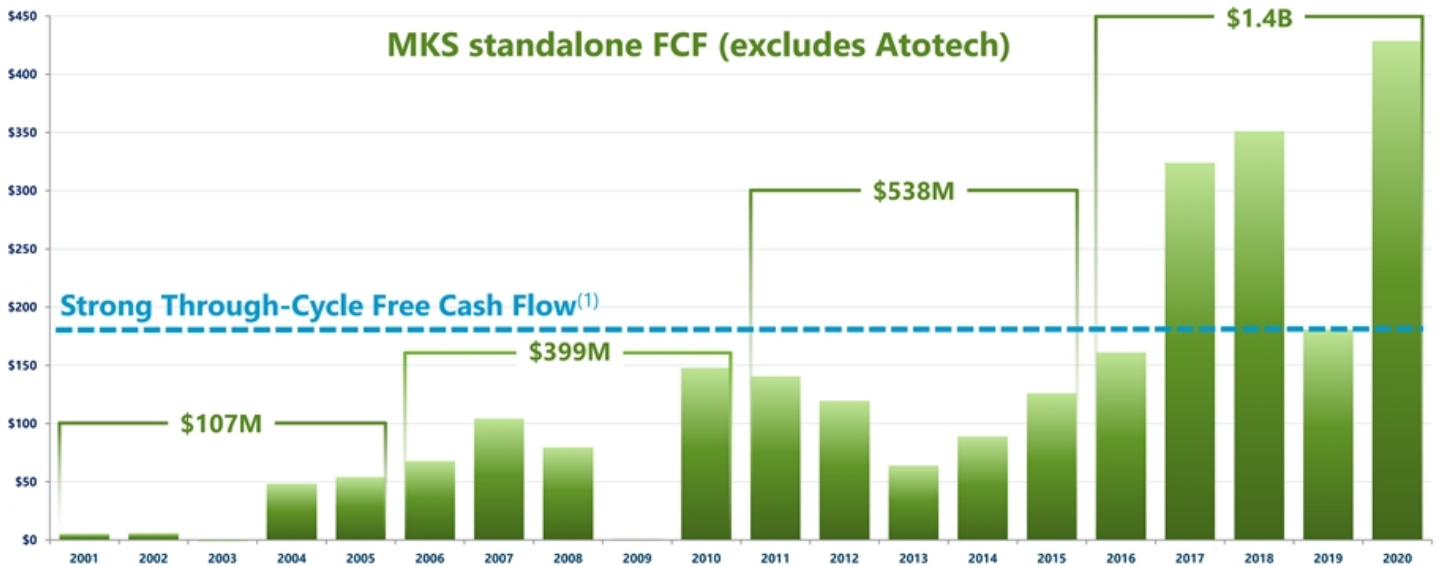
A Stronger, More Diverse Company

	2015	2020	2015-2020 CAGR
Total Revenue	\$0.8B	\$2.3B	+23%
• Semiconductor Market	\$0.6B	\$1.4B	+20%
• Advanced Markets	\$0.3B	\$0.9B	+30%
Leading Product Categories	7 ⁽¹⁾	15 ⁽¹⁾	
Patents	~1,100	~2,200	
Free Cash Flow ⁽²⁾	\$126M	\$428M	+28%

⁽¹⁾ Product categories where Company estimates it is #1 or #2.

⁽²⁾ Free cash flow is net cash provided by operating activities less purchase of property plant and equipment. Non-GAAP financial measure. See appendix for reconciliations

Strong and Accelerating Free Cash Flow Generation



⁽¹⁾ Free cash flow is net cash provided by operating activities less purchases of property plant and equipment. See appendix for reconciliations

2019 "Trough" Greater than any "Peak" in MKS History through 2016

Multiple Secular Growth Drivers

Semiconductor
Demand/Complexity
Drives WFE

Mechanical to
Laser-Based
Manufacturing

5G and IoT
Proliferation

MKS is Uniquely Positioned for

Market share gains
as equipment
spend increases

Accelerating adoption
of Lasers, Optics
and Photonics

Ubiquitous
expansion
of electronics

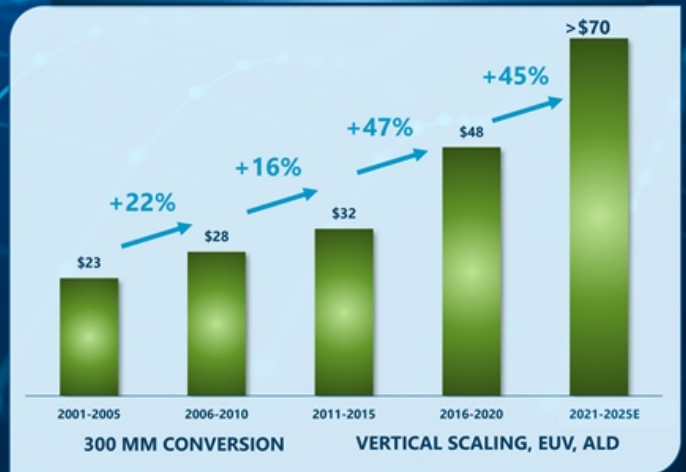
Customer Challenges: Miniaturization – Density – New Materials

Attractive Long-Term Market Growth

Average Chip Revenue (\$B)



Average WFE Spending (\$B)



Source: VLSI, internal Company data.

More Data → More Powerful Semi Chips → More Complexity → MKS Enabling Technologies

MKS Semi Business Has Outperformed WFE

Executing On Surround the Chamber[®]

- SAM expansion, technology enablement, portfolio breadth

Capitalizing on Key Technology Inflections

- Due to unique innovation model

Time-To-Market

- Drives increased customer intimacy

10-year Average CAGR

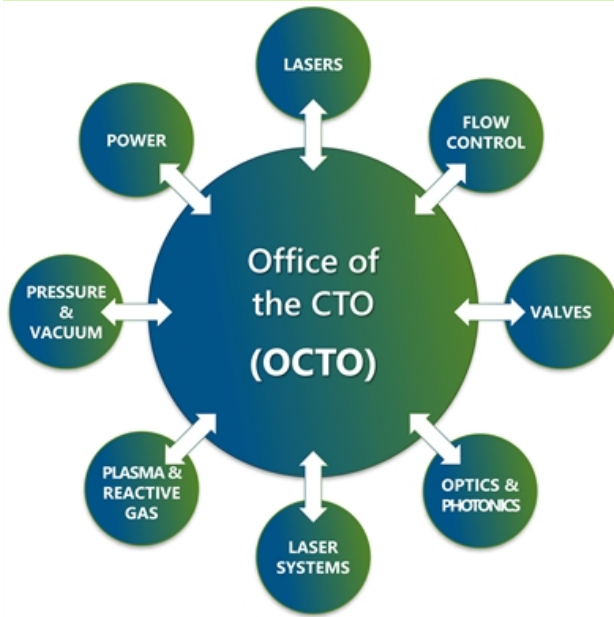


⁽¹⁾WFE Source: Company estimates.

Strong 2015-2020 Organic Semi Revenue Growth of ~17%

MKS Approaches Innovation Differently

Creating a Virtuous Cycle That Drives Growth and Expansion



- Drives cross-collaboration
- Provides critical insights as inflections arise
- Fosters culture of innovation and leadership
- Addresses customer problems holistically
- Facilitates deeper customer relationships



Empowers Product Experts to Bring Technical Expertise Closer to our Customers

Corporate Social Responsibility Is CORE To MKS



Our People and Communities



Our Environment



Our Shareholders

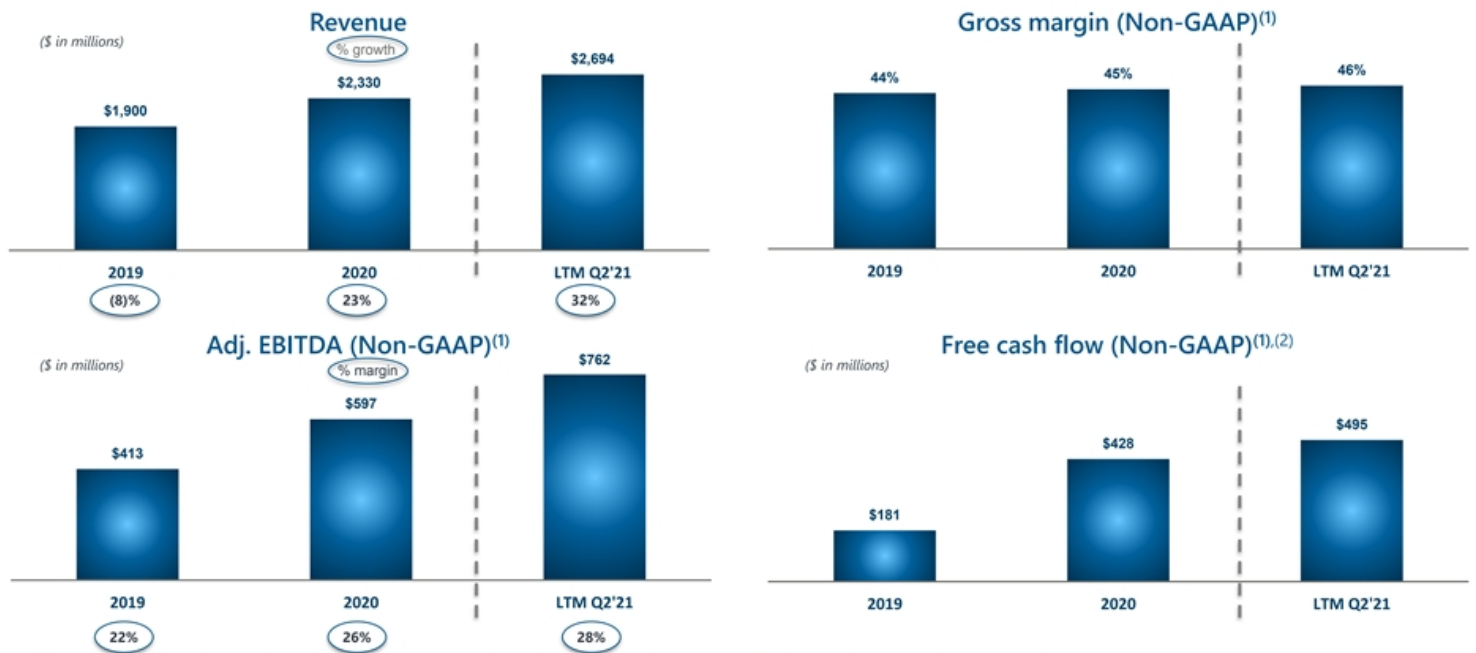
Driving Sustainability and Value for All Stakeholders

- Diversity is core to MKS and starts at the top:
 - Board: 38% Gender Diverse; 25% Racially Diverse
 - Exec Team: 20% Gender Diverse; 20% Racially Diverse
 - Diversity & Inclusion training rolled out in 2020 to MKS leaders, more initiatives have rolled out and will continue to come in 2021
- Robust measures to ensure employee safety and wellness
- Philanthropy and Volunteerism initiatives across the Company

- Enabling sustainability with our products:
 - Enabling Solar manufacturing with our Flow, Valves, Pressure, Lasers, and Photonics
 - Dissolved Ozone for wafer clean, a green alternative to toxic gases
 - Advanced Analyzers for emissions monitoring
- Processes in place for responsible sourcing

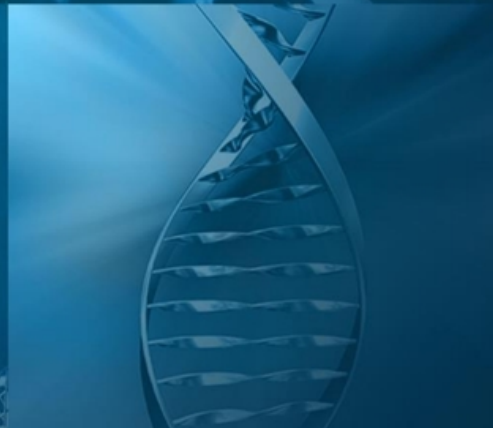
- Strong, diverse and independent Board:
 - 75% of Board is independent
 - 50% of Directors have tenure of <3 years
 - Board possesses a diverse skillset across key functional areas
- Executive pay incentives aligned with Corporate financial performance goals

MKS Historical Financial Performance



Note: Financials exclude Photon Control; ⁽¹⁾ Non-GAAP financial measure. See appendix for reconciliations; ⁽²⁾ Free cash flow is net cash provided by operating activities less purchase of property plant and equipment

Atotech Overview



Atotech Over Time

Founding & Expansion



ROOTS:

Ernst Christian Friedrich Schering launched the electroplating division

FOUNDING:

Elf Aquitaine merges its Elf Atochem operations with Schering's electroplating division

EXPANSION:

Begins operating its new semiconductor division

In the mid-1990s, Atotech begins expanding into Europe and Asia and continues growing its presence through TechCenters in all key markets, particularly Asia

MERGER:

Elf Aquitaine merges with Totalfina to become Totalfina Elf before changing the company name to Total in May 2003

Carlyle Ownership & IPO



SALE TO CARLYLE:

In October, Carlyle announces its purchase of Total's specialty chemicals affiliate Atotech for \$3.2B

MANAGEMENT:

Geoff Wild joins as CEO in March after successfully leading another Carlyle-owned specialty chemicals company

PUBLIC OFFERING:

On February 3, 2021, Atotech IPOs on the NYSE ("ATC") with a \$498M offering and \$3.3B market cap. Carlyle owned 81% of Atotech upon closing of its IPO

On July 1, 2021, MKS announces it entered into an agreement to acquire Atotech in a \$5.1B transaction with enterprise value of \$6.5B. Carlyle is expected to own approx. 13% of the pro forma shares outstanding

Atotech Key Investment Highlights

- **Global leader in specialty chemicals and equipment for electroplating** serving secular growth markets in technology, industrial and consumer applications
- **Comprehensive systems and solutions approach** drives sustainable competitive advantage
- **Market-leading R&D investment** enables technological innovation and widens competitive moat
- **Mission-critical solutions** and **low share of end-product total cost** drive customer stickiness
- **Resilient business model** supported by global scale, close customer proximity, and deep support network
- **Diverse revenue base** by end-market, customer, and geography
- **Compelling financial profile** with consistently strong margins and cash flow

LTM Q2'21 Revenue

\$1,420M

LTM Q2'21 Gross Profit / Margin

\$751M / 53%

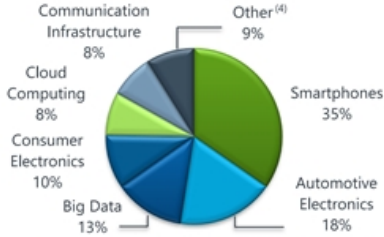
LTM Q2'21 Adj. EBITDA / Margin⁽¹⁾

\$436M / 31%

⁽¹⁾ Non-IFRS financial measures. See appendix for reconciliations

Electronics ("EL") – A Leader in Electronics Chemicals

EL segment overview

FY 2020 Financials (IFRS-basis)	\$798M Revenue	\$259M Adj. EBITDA ⁽¹⁾	32% Adj. EBITDA Margin ⁽¹⁾																
Description	<ul style="list-style-type: none"> Supplies chemicals, equipment, and services used in manufacturing of electronic components, incl. PCBs fabrication and packaging, and IC substrates 																		
>1,400 Direct Customers	<ul style="list-style-type: none"> PCB Manufacturers – incl. 28 of top-30 Semiconductor Manufacturers Interconnect Manufacturers 																		
Long-Term Growth	<ul style="list-style-type: none"> Consumables business CAGR 4% - 6%⁽²⁾ 																		
FY 2020 Revenue mix⁽³⁾	 <table border="1"> <caption>FY 2020 Revenue mix⁽³⁾</caption> <thead> <tr> <th>End Market</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Smartphones</td> <td>35%</td> </tr> <tr> <td>Automotive Electronics</td> <td>18%</td> </tr> <tr> <td>Big Data</td> <td>13%</td> </tr> <tr> <td>Consumer Electronics</td> <td>10%</td> </tr> <tr> <td>Cloud Computing</td> <td>8%</td> </tr> <tr> <td>Communication Infrastructure</td> <td>8%</td> </tr> <tr> <td>Other⁽⁴⁾</td> <td>9%</td> </tr> </tbody> </table>			End Market	Percentage	Smartphones	35%	Automotive Electronics	18%	Big Data	13%	Consumer Electronics	10%	Cloud Computing	8%	Communication Infrastructure	8%	Other ⁽⁴⁾	9%
End Market	Percentage																		
Smartphones	35%																		
Automotive Electronics	18%																		
Big Data	13%																		
Consumer Electronics	10%																		
Cloud Computing	8%																		
Communication Infrastructure	8%																		
Other ⁽⁴⁾	9%																		

Application example - Plating high-end smartphones



- Logic printed circuit board**
 - Wet chemical processes and equipment for latest HDI any layer and HDI mSAP panel fabrication
- Flex/rigid-flex printed circuits**
 - Wet chemical processes and equipment for latest flex/rigid-flex an multilayer panel fabrication
- Advanced packaging**
 - Wet chemical processes and equipment for package substrate, wafer metallization, from chip interconnects to WLP
- Functional electronics**
 - Processes for electrical and electronic applications /components, e.g. connectors, leadframes and ICs

⁽¹⁾ Non-IFRS financial measure per Atotech's reported filings, see Note 24 to the audited financial statements included in its Form 20-F for FY 2020; ⁽²⁾ MKS internal estimates of 2021-2025 CAGR (excludes FX and palladium pass through); ⁽³⁾ Represents FY 2020 revenues by end market from June 2021 investor presentation. Does not total to 100% due to rounding; ⁽⁴⁾ Includes end markets such as medical & industrial, energy, and others

GMF – A Leading Position in the Surface Finishing Industry

GMF segment overview

FY 2020 Financials (IFRS-basis)	\$437M Revenues	\$105M Adj. EBITDA⁽¹⁾	24% Adj. EBITDA Margin⁽¹⁾												
Description	<ul style="list-style-type: none"> Supplies plating and coating chemicals, equipment, and services for decorative and functional surface finishing applications across a variety of end markets 														
>6000 Direct Customers	<ul style="list-style-type: none"> Metal Plating Service Providers Parts Manufacturers OEMs 														
Long-Term Growth	<ul style="list-style-type: none"> Stable, cash generative business growing at ~GDP⁽²⁾ 														
FY 2020 Revenue mix⁽³⁾	<table border="1"> <caption>FY 2020 Revenue mix by end market</caption> <thead> <tr> <th>End Market</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>Automotive Surface Finishing</td> <td>53%</td> </tr> <tr> <td>Other⁽⁴⁾</td> <td>30%</td> </tr> <tr> <td>Construction Fixtures</td> <td>7%</td> </tr> <tr> <td>Heavy Machinery</td> <td>3%</td> </tr> <tr> <td>Household Appliances</td> <td>2%</td> </tr> </tbody> </table>			End Market	Percentage	Automotive Surface Finishing	53%	Other ⁽⁴⁾	30%	Construction Fixtures	7%	Heavy Machinery	3%	Household Appliances	2%
End Market	Percentage														
Automotive Surface Finishing	53%														
Other ⁽⁴⁾	30%														
Construction Fixtures	7%														
Heavy Machinery	3%														
Household Appliances	2%														

⁽¹⁾ Non-IFRS financial measure per Atotech's reported filings, see Note 24 to the audited financial statements included in its Form 20-F for FY 2020; ⁽²⁾ MKS internal estimates of 2021-2025 CAGR (excludes FX and palladium pass through); ⁽³⁾ Represents FY 2020 revenues by end market per June 2021 investor presentation; ⁽⁴⁾ Includes end-markets such as cosmetic, fashion, jewellery, energy, household fixtures, decorative hardware, and others

Application example - Automotive

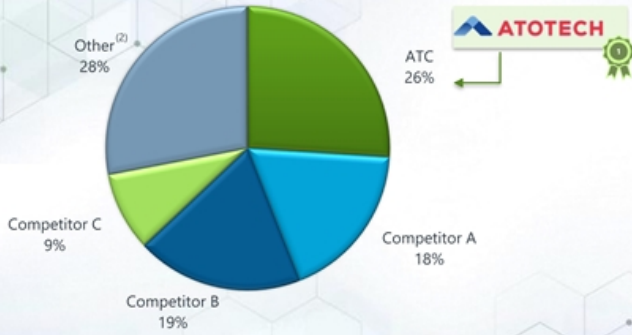


- **Decorative coatings**
 - Plastic pre-treatment
 - Copper/nickel/chrome coatings
- **Wear-resistant coatings**
 - Functional chrome coatings
 - Electroless nickel coatings
- **Corrosion-protection coatings**
 - Zinc and zinc alloy coatings, Zinc flake coatings
- **Paint support technologies**
 - Paint overspray treatment, pretreatment, stripping

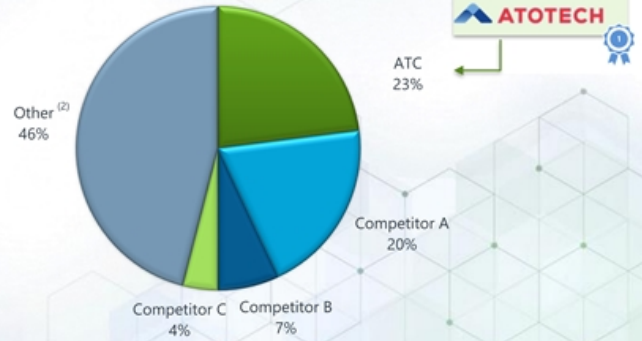
Global Market Leadership

#1 in Well-Structured Electronics and GMF Markets⁽¹⁾

Electronics



General Metal Finishing



Note: Based on Atotech company estimates provided in June 2021 Atotech investor presentation




⁽¹⁾ Market share represents 2020A chemistry revenues and excludes equipment revenues

⁽²⁾ "Other" includes aggregation of other competitors

Strong Focus on Driving Sustainability



Atotech's commitment to providing sustainable plating solutions spans decades

Product Applications		Customer Support		Improvements	
 <p>Solar energy</p> <p>Current: Chemistry for metallization of solar modules</p>	<p>Chemicals</p> <ul style="list-style-type: none"> Successfully eliminated several hazardous chemicals from product portfolio over the past decade Atotech was the first company to introduce the trivalent chromium hard-chrome plating process 		<p>53%</p>	<p>R&D focus</p> <p>In 2020, 53% of Atotech's R&D projects were focused on improving environmental sustainability</p>	
	 <p>Wind turbines</p> <p>Current: Chemistry to enhance corrosion protection for wind turbines</p>	<p>Processes</p> <ul style="list-style-type: none"> Less energy usage due to lower operating temperatures and zero cooling needs Reduced customer waste with more recycling and fewer rinsing steps 		<p>↓</p>	<p>Harmful substances</p> <p>Over time, Atotech seeks to remove toxic substances, CMR substances, heavy metals, and allergenic substances from its products</p>
 <p>Batteries</p> <p>Future: Chemistry for energy storage / batteries</p>		<p>Equipment / Systems</p> <ul style="list-style-type: none"> Atotech's solutions are designed to use less water, energy, and raw material Atotech's DynaChrome® equipment results in 70% less wastewater compared to industry standard 			<p>↓</p>

Atotech Historical Financial Performance (IFRS Basis)





⁽¹⁾ Non-IFRS financial measures. See appendix for reconciliations; ⁽²⁾ Adj. Free Cash Flow before Debt Service defined as Adj. EBITDA less Capex, net of disposals less changes in operating working capital less cash taxes

GAAP to Non-
GAAP and IFRS
to Non-IFRS
Reconciliations,
Other
Adjustments



Bridge to Pro Forma LTM Q2'21 Adjusted EBITDA (GAAP-basis)

			Pro forma
EBITDA	\$690.2	\$403.2	\$1,093.4
Stock-based compensation	32.7	2.0	34.7
COVID-19 related net adjustment	-	1.2	1.2
Acquisition and integration costs	13.1	-	13.1
Restructuring and other	13.6	0.3	13.9
Asset impairment	1.1	2.2	3.3
Inventory charge	3.9	-	3.9
Mark-to-market adjustments	-	10.5	10.5
Gain/loss on sale of fixed assets	-	1.9	1.9
Transaction related costs	-	11.4	11.4
Foreign exchange loss, net	-	1.5	1.5
Management fee	-	1.9	1.9
Other	7.5	-	7.5
Adj. EBITDA	762.1	436.1	1,198.2
IFRS-16 depreciation	-	(16.6)	(16.6)
Capitalized R&D Expense	-	(20.9)	(20.9)
Pension adjustment	-	(3.0)	(3.0)
Adj. EBITDA (inc. IFRS to GAAP adjustments)	\$762.1	\$395.7	\$1,157.8
Estimated run-rate synergies			50.0
Adj. EBITDA (inc. estimated run-rate synergies)			\$1,207.8
% Adj. EBITDA margin (inc. estimated run-rate synergies)			29.4%

MKS Income from Operations and Operating Margin Reconciliation

Reconciliation of Income from Operations to Non-GAAP Income from Operations and Calculation of Non-GAAP Operating Margin %

(in millions)	L&M Segment	
	Pro forma* 2016	2020
Income from operations	\$(1.7)	\$102.6
COVID-19 related net credits ⁽¹⁾	—	(0.1)
Inventory charge related to exit of a product group	—	3.0
Acquisition and integration costs ⁽²⁾	26.6	0.3
Restructuring and other ⁽³⁾	0.4	3.2
Acquisition inventory step-up ⁽⁴⁾	15.1	—
Amortization of intangible assets	31.8	20.8
Non-GAAP income from operations	72.2	129.8
Non-GAAP operating margin	12.0%	18.6%

(in millions)	E&S Segment	
	Pro forma* 2019	2020
Income from operations	\$(73.4)	\$4.3
COVID-19 related net credits ⁽¹⁾	—	(1.0)
Acquisition and integration costs ⁽²⁾	38.5	1.8
Restructuring and other ⁽³⁾	5.4	4.3
Acquisition inventory step-up ⁽⁴⁾	7.6	—
Amortization of intangible assets	27.7	28.0
Non-GAAP income from operations	5.8	37.4
Non-GAAP operating margin	3.0%	15.9%

The Light & Motion ("L&M") segment was created in conjunction with the completion of our acquisition of Newport Corporation on April 29, 2016 ("Newport Acquisition"). The Equipment & Solutions ("E&S") segment was created in conjunction of Electro Scientific Industries, Inc. on February 1, 2019 ("ESI Acquisition").

* Pro forma amounts assume the Newport Acquisition occurred on January 1, 2016 and the ESI Acquisition occurred on January 1, 2019.

Notes to MKS Income from Operations and Operating Margin Reconciliation

⁽¹⁾ MKS recorded COVID-19 related costs and credits that were direct, incremental and not expected to recur. The amounts consisted of payroll-tax credits for maintaining MKS' workforce during the pandemic, offset by shift premiums and bonuses.

⁽²⁾ MKS recorded acquisition and integration costs in each of 2016, 2019 and 2020 relating to MKS' acquisition of the following entities: (i) in 2016, Newport Corporation (the "Newport acquisition") and (ii) in each of 2019 and 2020, Electro Scientific Industries, Inc. (the "ESI acquisition").

⁽³⁾ During 2016, MKS recorded costs related to the closing of one of its international facilities. During 2019, MKS recorded severance costs related to an organization-wide reduction in workforce, the consolidation of service functions in Asia, and the movement of certain products to lower cost regions and also recorded a legal settlement from a contractual obligation we assumed as part of the Newport acquisition (the "Legal Settlement"). During 2020, MKS recorded duplicate facility costs attributed to entering into new facility leases, costs related to the exit of certain product groups and costs related to the pending closure of a facility in Europe. These costs for 2020 were offset by an insurance reimbursement related to the Legal Settlement.

⁽⁴⁾ Cost of revenues in each of 2016 and 2019, includes the amortization of the step-up of inventory to fair value as a result of MKS' acquisition of the following entities: (i) in 2016, Newport Corporation and (ii) in 2019, Electro Scientific Industries, Inc.

MKS Adj. Gross Margin Reconciliation (GAAP to Non-GAAP)

(in millions)	2019	2020	LTM Q2 '21
Gross Profit	\$830.4	\$1,049.5	\$1,240.6
COVID-19 related net costs	-	0.3	-
Acquisition inventory step-up	7.6	-	-
Inventory charge related to exit of product groups	-	3.9	3.9
Non-GAAP Adj. Gross profit	\$838.0	\$1,053.7	\$1,244.8
Non-GAAP Adj. Gross margin	44.1%	45.2%	46.2%

MKS Adj. EBITDA Reconciliation (GAAP to Non-GAAP)

(in millions)	2019	2020	LTM Q2 '21
Net income	\$140.4	\$350.1	\$476.1
Interest expense, net	38.7	27.7	25.1
Provision for income taxes	37.4	72.9	93.9
Depreciation	41.3	44.0	44.9
Amortization	67.4	55.2	50.2
EBITDA	\$325.2	\$549.9	\$690.2
Stock-based compensation	28.2	28.6	32.7
COVID-19 related net credits	-	A (0.9)	-
Acquisition and integration costs	B 37.3	3.8	C 13.1
Acquisition inventory step-up	B 7.6	-	-
Inventory charge related to exit of product groups	-	3.9	3.9
Expenses related to the sale of a business	-	-	-
Excess and obsolete inventory charge	-	-	-
Fees and expenses relating to re-pricing of term loan facility	D 6.6	-	-
Restructuring and other	E 7.0	F 9.4	G 13.6
Environmental costs	-	-	-
Asset impairment	4.7	2.3	1.1
Gain on sale of business	-	-	-
Gain on sale of long-lived assets	H (6.8)	-	-
Net proceeds from an insurance policy	-	-	-
Other adjustments	3.4	-	I 7.5
Adjusted EBITDA	\$413.2	\$597.0	\$762.1
% Adjusted EBITDA margin	21.7%	25.6%	28.3%

- A** Consisted of payroll tax credits for maintaining workforce during the pandemic, offset by shift premiums and bonuses
- B** Related to the acquisition of Electro Scientific Industries (closed Q1'19)
- C** Costs during Q1'21 primarily related to proposed acquisition of Coherent; costs during Q2'21 related to acquisition of Photon Control and pending acquisition of Atotech
- D** Recorded additional interest expense related to amortization of debt issuance costs from Credit Agreement amended in April 2019
- E** Resulted from pending closure of a facility in Europe, workforce-related severance costs, consolidation of service functions in Asia, and movement of certain products to lower cost regions
- F** Resulted from duplicate facility costs attributed to entering into new facility leases, exiting certain product groups, and costs related to pending closure of a facility in Europe. Costs were offset by an insurance reimbursement related to legal settlement
- G** Primarily related to duplicate facility costs attributed to entering into new facility leases, severance costs due to a global cost saving initiative, costs related to the pending closure of a facility in Europe and movement of certain products to low cost regions
- H** Recorded a gain on the sale of two properties in Boulder, CO and three properties in Portland, OR
- I** Recorded a fair-value loss from Canadian dollar contracts related to hedge currency fluctuations in connection with the funding of acquisition of Photon Control, which closed July 15, 2021

MKS Free Cash Flow Reconciliation (GAAP to Non-GAAP)

(in millions)	2001	2002	2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	LTM Q2'21
Net cash provided by (used in) operating activities	\$20.1	\$13.8	\$(0.2)	\$66.4	\$64.2	\$78.2	\$119.1	\$92.7	\$4.9	\$163.5	\$156.0	\$137.2	\$76.1	\$101.9	\$138.3	\$180.1	\$355.2	\$413.8	\$244.5	\$513.2	\$591.4
Less: Purchase of property, plant and equipment	14.6	7.9	6.3	18.3	10.3	10.7	15.1	13.5	4.2	15.8	15.6	17.7	12.4	13.2	12.4	19.1	31.3	62.9	63.9	84.9	96.8
Free cash flow	\$5.5	\$5.9	\$(6.5)	\$48.1	\$53.9	\$67.5	\$104.0	\$79.3	\$0.7	\$147.7	\$140.5	\$119.5	\$63.7	\$88.7	\$125.9	\$161.0	\$323.9	\$350.8	\$180.6	\$428.3	\$494.6

MKS Q2'21 Financial Reconciliation (GAAP to Non-GAAP)

(in millions)	Q2 '21
Gross Profit	\$355.2
COVID-19 related net costs	—
Non-GAAP Adj. Gross profit	\$355.2
Non-GAAP Gross margin	47.4%

Operating Expenses	\$168.9
Acquisition and integration costs	(6.0)
Restructuring and other	(3.0)
Amortization of intangible assets	(12.7)
Non-GAAP Operating expenses	\$147.2

Income from operations	\$186.3
Acquisition and integration costs	6.0
Restructuring and other	3.0
Amortization of intangible assets	12.7
Non-GAAP income from operations	\$208.0
Non-GAAP operating margin	27.7%

Interest expense, net	\$6.3
Amortization of debt issuance costs	(0.5)
Non-GAAP interest expense, net	\$5.8

(in millions)	Q2 '21
Net Income	\$146.5
Acquisition and integration costs	6.0
Restructuring and other	3.0
Amortization of intangible assets	12.7
Amortization of debt issuance costs	0.5
Currency hedge loss	7.5
Windfall tax benefit on stock-based compensation	(2.7)
Tax effect of Non-GAAP adjustments	(5.7)
Non-GAAP net earnings	\$167.8
Non-GAAP net earnings per diluted share	\$3.02
Weighted average diluted shares outstanding	55.7

(in millions)	Q2'21		
	Income Before Income Tax	Provision (benefit) for Income Taxes	Effective Tax Rate
GAAP	\$172.5	\$26.0	15.1%
Acquisition and integration costs	6.0	—	
Restructuring and other	3.0	—	
Amortization of intangible assets	12.7	—	
Amortization of debt issuance costs	0.5	—	
Currency hedge loss	7.5	—	
Windfall tax benefit on stock-based compensation	—	2.7	
Tax-effect of Non-GAAP adjustments	—	5.7	
Non-GAAP	\$202.2	\$34.4	17.0%

Atotech Adj. EBITDA Reconciliation (IFRS to Non-IFRS)

(in millions)	2019	2020	LTM Q2 '21
Consolidated net income (loss)	\$7.6	\$(289.4)	\$(8.5)
Interest expense, net	148.1	142.0	165.3
Income taxes	54.8	64.3	72.1
Depreciation and amortization (excluding impairment charges)	165.4	166.4	174.3
EBITDA	\$375.9	\$83.3	\$403.3
Non-cash adjustments	(10.2)	A 250.7	16.9
Gain on disposal of fixed asset	(6.1)	—	—
Foreign exchange loss, net	(2.4)	14.8	1.5
Restructuring B	13.4	2.5	0.3
Transaction related costs	7.1	7.6	11.4
Management fee C	2.4	2.7	1.9
COVID-19 adjustment	—	D 2.2	1.2
Adj. EBITDA (IFRS-basis)	\$380.1	\$363.9	\$436.4
% Adj. EBITDA margin	32.0%	29.5%	30.7%

A Eliminates the non-cash impact of (1) share-based compensation, (2) losses on the sale of fixed assets, (3) goodwill impairment charges of \$284 million, and (4) mark-to-market adjustments related to the Group's foreign currency derivative and bifurcated embedded derivatives related to certain redemption features of the Opco Notes and Holdco Notes

B Eliminates charges resulting from restructuring activities principally from the Company's cost reduction efforts

C Reflects adjustment to eliminate fees paid to Carlyle

D Eliminates charges in connection with COVID-19 including expenses at plant and office locations incurred during locally mandated plant shutdowns in China, Malaysia, India, and Mexico

Atotech Adj. Free Cash Flow before Debt Service Reconciliation (IFRS to Non-IFRS)

(in millions)	2019	2020	LTM Q2 '21
Adj. EBITDA (IFRS-basis)	\$380	\$364	\$436
Less: Capex	(66)	(53)	(48)
Less: Change in OWC	40	21	13
Less: Cash Taxes	(85)	(71)	(107)
Adj. Free Cash Flow before Debt Service	\$269	\$262	\$294

Atotech Financial Adjustments

(in millions)	2019	2020	LTM Q2'21
Revenue	\$1,188.0	\$1,234.0	\$1,420.3
Reported gross profit (ATC-basis)	\$699.8	\$676.3	\$750.9
<i>Reported gross margin (ATC-basis)</i>	<i>59%</i>	<i>55%</i>	<i>53%</i>
Less: Depreciation Reallocated to COGS	(11.9)	(11.2)	(11.8)
Less: External Warehousing Cost Reallocated to COGS	(4.0)	(4.0)	(4.0)
Adjusted gross profit (MKS-basis)	\$683.9	\$661.1	\$735.1
<i>Adjusted gross margin (MKS-basis)</i>	<i>58%</i>	<i>54%</i>	<i>52%</i>
Adj. EBITDA (IFRS and ATC-basis)	\$380.1	\$363.9	\$436.4
<i>Adj. EBITDA margin (IFRS and ATC-basis)</i>	<i>32%</i>	<i>29%</i>	<i>31%</i>
Less: IFRS-16 depreciation	(16.3)	(16.2)	(16.6)
Less: Capitalized R&D Expense	(27.0)	(20.3)	(20.9)
Less: Pension adjustment	-	(3.0)	(3.0)
Adjusted EBITDA (GAAP and MKS-basis)	\$336.9	\$324.4	\$395.9
<i>Adjusted EBITDA Margin (GAAP and MKS-basis)</i>	<i>28%</i>	<i>26%</i>	<i>28%</i>
Capex, net of disposals (IFRS-basis)	\$66.0	\$52.6	\$48.0
Less: Capitalized R&D Expense	(27.0)	(20.3)	(20.9)
Capex, net of disposals (GAAP-basis)	\$39.0	\$32.3	\$27.1

Pro forma Schedule

(in millions)	2019	2020	LTM Q2'21
MKS Revenue	1,900	2,330	2,694
Atotech Revenue	1,188	1,234	1,420
Total Revenue	\$3,088	\$3,564	\$4,114
% Growth	(6%)	15%	28%
MKS Adj. Gross Profit (Non-GAAP)	838	1,054	1,245
Atotech Adj. Gross Profit (MKS-basis)	684	661	735
Total Adj. Gross Profit	\$1,522	\$1,714	\$1,981
% Gross Margin	49%	48%	48%
MKS Adj. EBITDA (Non-GAAP)	413	597	762
Atotech Adj. EBITDA (GAAP and MKS-basis)	337	324	396
Total Adj. EBITDA	\$750	\$921	\$1,158
% Total Adj. EBITDA Margin	24%	26%	28%
Estimated run-rate synergies			50
Total Adj. EBITDA (inc. estimated run-rate synergies)			\$1,208
Total Adj. EBITDA Margin			29.4%
MKS Capex (Purchase of property, plant and equipment)	64	85	97
Atotech Capex, net of disposals (GAAP-basis)	39	32	27
Total Capex	\$103	\$117	\$124
% Revenue	3%	3%	3%