

RULES AND PROCEDURES FOR THE CONDUCT OF THE 2021 ANNUAL MEETING OF STOCKHOLDERS

CMC MATERIALS, INC.

March 3, 2021

CMC Materials, Inc. (“CMC”) welcomes you to its 2021 Annual Meeting of Stockholders (“AMS”). Out of concern for the health and safety of our stockholders, directors and employees in light of the ongoing COVID-19 Pandemic, this year's annual meeting will be a virtual meeting of stockholders. You will be able to attend the AMS virtually, vote your shares electronically and submit your questions at the AMS by visiting www.virtualshareholdermeeting.com/CCMP2021 and entering the 16-digit control number found on your proxy card, voting instruction form or notice you previously received. **You will not be able to attend the AMS in person.**

In order to conduct a fair, orderly and constructive AMS, we have adopted the following rules of procedure for the meeting:

- (1) As previously disclosed in our 2021 Proxy Statement, only the following persons may attend our annual meeting:
 - Record and beneficial stockholders as of January 7, 2021;
 - Individuals holding a valid proxy from a record holder; and
 - Persons invited by CMC to attend the meeting.
- (2) To vote or submit questions during the AMS, stockholders should visit www.virtualshareholdermeeting.com/CCMP2021 and log in as a stockholder by entering the 16-digit control number the stockholder received with the proxy card, voting instruction form or notice. If you have voted your shares prior to the start of the AMS, your vote has been received by CMC's inspector of elections and there is no need to vote those shares during the AMS, unless you wish to revoke or change your vote.
- (3) In order to use the time of all attendees as effectively as possible, we will strictly follow the agenda of the AMS, a copy of which is available at www.virtualshareholdermeeting.com/CCMP2021.
- (4) The following rules will apply to the question and answer process during the AMS:
 - a. The question can be submitted in the field provided in the virtual meeting portal at or before the time the matters are before the AMS for consideration. Questions will be answered before voting closes.
 - b. Please submit all questions as early as possible to ensure adequate time for submission to, and review by, the Chairperson of the AMS.
 - c. In response to questions submitted by stockholders, the Chairperson of the AMS will either respond directly or another CMC officer, director or other representative will respond.

d. We welcome stockholder input. However, the purpose of the AMS, as set forth in the notice of the annual meeting and the agenda, will be observed, and the Chairperson will not entertain questions that are:

- Not directly related to the agenda or our business or operations;
- Related to material non-public information of the CMC;
- Related to pending or threatened litigation or investigations;
- Substantially repetitious of prior comments;
- Related to personal grievances;
- Derogatory or otherwise in bad taste; or
- Not otherwise suitable for the conduct of the AMS as determined by the Chairperson of the meeting in his own reasonable judgment.

e. To allow as many stockholders to be heard from as possible, we ask stockholders to limit their questions to a maximum of one question. The question and answer period will be limited to 10 minutes. A question should cover only one topic. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together.

- (5) If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters may be raised separately after the AMS by contacting CMC's Investor Relations Department as provided on our website, cmcmaterials.com.
- (6) In the event of a technical malfunction or other significant problem that disrupts the AMS, the Chairperson of the AMS may adjourn, recess, or expedite the AMS, or take such other action that the Chairperson determines is appropriate in light of the circumstances.
- (7) If you encounter any difficulties accessing the AMS during the check-in or meeting time, please call the technical support number that will be posted on the annual meeting log-in page.
- (8) Recording of the AMS is prohibited without written permission of CMC.
- (9) **A violation of any of the above is cause for expulsion from the AMS.**

Thank you in advance for your cooperation and continued support of CMC Materials, Inc.