Corporate Governance Guidelines and Principles

These Corporate Governance Guidelines and Principles were adopted by the Board of Directors (the "Board") of ATMI, Inc. (the "Company") on October 3, 2006 and amended on July 27, 2007, and March 3, 2009, and May 26, 2010.

These Corporate Governance Guidelines and Principles are intended as a component of the flexible governance framework within which the Board, assisted by its committees, oversees the affairs of the Company. While they should be interpreted in the context of all applicable laws, regulations, and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, they are not intended to establish by their own force any legally binding obligations.

Director Responsibilities

The role of the Board is to oversee the affairs of the Company, in the interests of the shareholders, including their interest in optimizing financial returns and the value of the Company over the long term. Both the Board of Directors and management recognize that the long-term interests of the Company's shareholders are advanced by responsibly addressing the concerns of other stakeholders and interested parties including employees, customers, suppliers, local communities where the Company operates, and the government.

A. Board Role

The Board fulfills its role, directly or by delegating certain responsibilities to its committees, by:

1. providing advice and counsel to the CEO and principal senior executives;
2. selecting, evaluating, and determining the compensation of the CEO and overseeing succession planning;
3. overseeing the conduct of the Company's business and strategic plans to evaluate whether the business is being effectively managed;
4. reviewing and approving the Company's fundamental financial objectives and major corporate plans and actions;
5. providing oversight of internal and external audit processes and financial reporting;
6. providing oversight of risk assessment and protection processes and processes designed to promote legal compliance;
7. performing such other functions as the Board believes appropriate or necessary, or as otherwise prescribed by applicable rules or regulations.

B. Care, Candor, and Avoidance of Conflicts

The Company's directors recognize their obligation individually and collectively as the Board to pay careful attention and be properly informed. This requires regular attendance at Board meetings and preparation for Board meetings, including the advance review of circulated materials. The directors also recognize that candor and the avoidance of conflicts in fact and in perception are hallmarks of the accountability owed to the shareholders. Directors have a personal obligation to disclose a potential conflict of interest to the Chairman of the Board prior to any Board decision related to the matter and, if the Chairman in consultation with legal counsel determines a conflict exists or the perception of a conflict is likely to be significant, to recuse themselves from any discussion or vote related to the matter.

C. Integrity and Conduct

Each director is expected to act with integrity and to adhere to the policies in the Company's Business Code of Conduct. Any waiver of the requirements of the Business Code of Conduct for any director must be approved by the Board and promptly disclosed on the Company's Website.

D. Confidentiality

Each director has an obligation to keep confidential all non-public information that relates to the Company's business. Such information includes, but is not limited to, information regarding the strategy, business, finances and operations of the Company, minutes, reports and materials of the Board and its committees, and other documents identified as confidential by the Company. Additionally, the proceedings and deliberations of the Board and its committees are confidential.

Executive Sessions and Independent Board Leadership

The independent directors meet regularly without members of management present in executive session as determined by such directors. These executive sessions have such agendas and procedures as determined, from time to time, by the independent directors. The authority in such sessions to act on behalf of the Company or the Board on any matter requires an express delegation of authority by the Board.

Evaluation of the Chief Executive Officer

The Board has delegated to the Compensation Committee the task of evaluating the Chief Executive Officer ("CEO") annually and reporting its recommendations to the Board. The Chair of the Compensation Committee communicates the Board's conclusions to the CEO. The evaluation is based on criteria including, without limitation, performance of the business, accomplishment of long-term strategic objectives, development of management, etc. The evaluation is used by the Compensation Committee in determining appropriate compensation for the CEO to be presented for approval by the Board.

Management Development and Succession Planning

The CEO reports at least annually to the Board on the Company's program for management development and on succession planning. In its consideration of these issues, it is the policy of the Board to consider issues related to CEO and senior executive selection and performance.

Director Qualification Standards

A. <u>Board Role</u>

The Board is responsible for recommending director nominees to shareholders for election. The Board has delegated the screening process to the Corporate Governance and Nominating Committee.

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board, from time to time as appropriate, the appropriate skills and characteristics required of directors in the context of the current make-up of the Board. Areas of importance to the Board in evaluating nominees include personal and professional integrity, demonstrated ability and judgment, industry and functional expertise (such as understanding of relevant technologies, international background, etc.), and diversity.

Invitations to serve as a nominee are extended by the Board itself via the Chairman of the Board and the Chair of the Corporate Governance and Nominating Committee.

B. <u>Board Independence</u>

The Board has a majority of directors who are not officers or employees of the Company or its subsidiaries and who, in each case, the Board has determined lack a "material relationship" with the Company (either directly or as a partner, controlling shareholder or executive officer of an organization that has a material relationship with the Company).

The Board has adopted the standards set forth in <u>Attachment A</u> to assist it in making determinations of independence.

C. <u>Other Activities</u>

Each director is asked to advise the Chairmain of the Board and the Chair of the Corporate Governance and Nominating Committee if his or her principal occupation or business association changes substantially and in advance accepting an invitation to serve on another board.

D. <u>Term Limits</u>

As an alternative to term limits, the Corporate Governance and Nominating Committee reviews each director's continuation on the Board at the expiration of the director's term.

Director Orientation and Continuing Education

The Board has delegated to the Corporate Governance and Nominating Committee the task of designing, with the Company management, an appropriate orientation program for new directors that includes background material, meetings with senior management, and visits to Company facilities. The Committee also makes available continuing education opportunities for directors.

Director Compensation; Stock Ownership

The Compensation Committee recommends to the Board for approval general principles for determining the form and amount of director compensation and subject to such principles, evaluates regularly the status of director compensation in relation to comparable U.S. companies (in terms of size, business sector, etc.), reporting its findings and recommendations to the Board for approval.

The key elements of director compensation are a cash retainer, committee service and chair fees, and equity-based grants. Non-employee director compensation is determined by the Board based on Company performance as well as recommendations developed by the Compensation Committee after benchmarking overall compensation practices with an industry peer group and other relevant comparable companies to provide a mix of cash and equity-based compensation that the Board believes aligns the interests of the Board and the Company's shareholders and provides competitive compensation necessary to attract and retain qualified non-management directors.

Compensation for non-executive directors of the Company is paid primarily in the form of equity awards (including restricted stock and options). In addition, non-executive directors of the Company may elect to receive the cash portion of their annual retainer in "phantom shares,' which may not be distributed until the end of a director's tenure with the Company except in cases of severe financial hardship. Executive officers of the Company also receive a significant portion of their total compensation in the form of equity awards. These equity awards have been granted to directors and officers, among other things, to align their interests with the long-term interests of the Company's stockholders. In addition, the Board strongly encourages directors, executive officers, and other members of the CEO's staff to establish and maintain meaningful ownership of the equity in the Company through the retention of a significant portion of stock options upon exercise and restricted stock upon vesting (net of amounts required to pay the exercise price of options or any tax obligations associated with exercise of options or vesting of restricted stock).

Board Agenda, Materials, Information and Presentations

The Chairman of the Board, with input from senior members of management and the Presiding Independent Director, establishes the agenda for each Board meeting. Each director is free to suggest the inclusion of item(s) on the agenda.

Information and data that is important to the Board's understanding of the business is distributed in writing to the Board generally five to seven days before the Board meets, although this is not a strict standard so as to allow for unusual circumstances. Management should ensure that material is as brief as possible while still providing the desired information.

As a general rule, Board meeting time is reserved for discussion. Presentations on specific subjects are forwarded to the directors in advance so that directors may prepare, Board meeting time may be conserved, and discussion time may be focused. However, it is recognized that there may be occasions when an important issue arises without time for written background materials to circulate or the subject matter is not appropriate for written materials, such that more presentation time will be required.

Director Access to Senior Managers and Independent Advisers

Directors have complete access to senior management and to the Board's advisers. Directors are expected to use good judgment to ensure that this contact is not distracting to the business operation of the Company, and that independent advisers are used efficiently.

The Board welcomes regular attendance of senior managers at Board meetings. Should the Chairman and CEO wish to suggest that a senior manager attend on a regular basis, such suggestion is made to the Board for its concurrence. The Board encourages management to bring managers into Board meetings who (a) can provide additional insight into the items being discussed because of personal involvement in these areas or (b) have future potential such that management believes the Board should have greater exposure to the individual.

Board Interaction with Shareholders and Others; Annual Meetings

Management, and, in particular, the CEO, speaks for the Company with shareholders, investors, employees, customers, suppliers, the press and others. The Chairman of the Board and, in certain circumstances, the Presiding Independent Director, speaks for the Board. Individual directors may, from time to time at the request of management, meet or otherwise communicate with various constituencies. If comments from the Board are appropriate, however, they should, in most circumstances, come from the Chairman. Directors are expected to take special care in all communications concerning the Company, in light of confidentiality requirements and laws prohibiting insider trading, tipping and avoidance of selective disclosure.

It is expected that all directors attend the Annual Meeting of Shareholders absent unusual circumstances.

Board Committees

The Board has established four committees to assist the Board in discharging its responsibilities: Audit, Compensation, Corporate Governance and Nominating, and Technology Committee. The current charters of these committees are published on the Company's Website. Membership on the Audit, Compensation, and Corporate Governance and Nominating Committees is limited to independent directors. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.

Each committee chair, in consultation with the appropriate members of management and staff, will develop the committee's meeting agendas.

The Corporate Governance and Nominating Committee recommends, after consultation with the Chairman of the Board and CEO, and with consideration of the desires of individual directors, the appointment of directors to various committees and the appointment of committee chairpersons, for Board approval.

Board and Committee Performance Evaluations

The Board conducts a regular self-evaluation of its performance, the performance of its committees, and the performance of individual directors. The Corporate Governance and Nominating Committee recommends to the Board and its committees the methodology for such evaluations and oversees its execution.

Corporate Governance Guidelines and Principles

The Corporate Governance and Nominating Committee reviews these Guidelines and Principles periodically and recommends amendments to the Board as necessary.

These Guidelines and Principles are posted on the Company's website for communication to the Company's shareholders.

Communicating with the Board

Shareholders are welcome to communicate to the Board or its committees by writing to them at ATMI, Inc., 7 Commerce Drive, Danbury, Connecticut 06810, c/o Investor Relations.

Attachment A

<u>Independence of Directors</u>

The Board has a majority of directors who are not officers or employees of the Company (including, for the purposes of this Attachment A, any parent or subsidiary of ATMI, Inc.) and who, in each case, the Board has determined has no relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a director.

The Board shall not consider a director to be independent (subject to the interpretive materials of the Nasdaq Stock Market, Inc.) if he or she:

1. is, or at any time during the past three years was, employed by the Company;
2. accepted, or has a family member who accepted, any compensation from the Company of more than $120,000 during any period of twelve consecutive months within the three years preceding the determination of independence;
    - political contributions to the campaign of a director or a family member of the director will be considered;
    - the following payments will not be considered: (i) compensation for Board or board committee service; (ii) compensation paid to a family member who is an employee (other than an executive officer) of the Company; or (iii) benefits under a tax-qualified retirement plan or non-discretionary compensation;

- the following payments will not be considered, provided the payments are non-compensatory in nature; (i) payments arising solely from investments in the Company's securities; or (ii) loans permitted under Section 13 (k) of the Securities Exchange Act of 1034, as amended;

3. is a family member of an individual who is, or at any time during the past three years was, an executive officer of the Company;

4. is, or has a family member who is, a partner in, or a controlling shareholder or an executive officer of, any organization (including charitable organizations) to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed the greater of five percent (5%) of the recipient's consolidated gross revenues for that year or $200,000;

    - payments (i) arising solely from investments in the Company's securities, or (ii) under non-discretionary charitable contribution matching programs, will not be considered;

5. is, or has a family member who is, an executive officer of another entity where, at any time during the past three years, any of the Company's executive officers served on that entity's compensation committee; or

6. is, or has a family member who is, a current partner of the Company's outside auditor, or was a partner or employee of the Company's outside auditor who worked on the Company's audit at any time during any of the past three years.