

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose

The Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors of Cabot Corporation (the “Company”) to (a) identify individuals qualified to become directors of the Company; (b) recommend to the Board director candidates to fill vacancies on the Board and to stand for election by the shareholders at the annual meeting of the Company; (c) recommend to the Board committee assignments for the directors of the Company; (d) lead the Board in its annual review of the Board’s performance; (e) recommend to the Board compensation and benefits policies for directors of the Company; and (f) develop and recommend to the Board appropriate corporate governance policies and procedures for the Company.

Composition and Operation

The Committee shall consist of not less than two nor more than seven members appointed by the Board, each of whom shall satisfy the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed by the Board on the recommendation of the Committee and may be removed by the Board.

In order to fulfill its role, the Committee shall meet as often, and establish such procedures for the calling and holding of meetings, as the members shall determine to be necessary and appropriate, all in accordance with the Company’s by-laws. Except as otherwise required by the Company’s by-laws or Certificate of Incorporation, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee.

The Committee shall make regular reports to the Board and all actions of the Committee shall be reported to the Board at the next regular meeting of the Board. Minutes of Committee meetings shall be kept and distributed to all Board members.

The Committee shall have authority to delegate to subcommittees of the Committee any of the responsibilities of the Committee.

Authority and Responsibilities

1. The Committee shall actively seek and evaluate individuals qualified to become directors of the Company, to fill vacancies on the Board, and to stand for election to the Board by the shareholders of the Company. The Committee shall select individuals as director candidates in accordance with the Board membership criteria contained in the Company’s Corporate Governance Guidelines.

2. The Committee shall review the Board's committee structure and recommend committee assignments for directors to the Board annually or as vacancies occur on committees. The Committee shall recommend committee assignments in accordance with the membership requirements specified in the Charter of each committee, with due consideration of each committee's annual assessment of its composition, performance and effectiveness.

3. The Committee shall oversee an annual assessment of the qualifications and performance of the Board. In overseeing the assessment, the Committee may solicit comments from directors and may employ such other means as it deems appropriate, including the employment of outside consultants and advisors. The Committee shall report the findings to the full Board following the end of each fiscal year.

4. The Committee shall review and make recommendations to the Board with respect to the compensation and benefits of directors of the Company.

5. The Committee shall develop and recommend to the Board Corporate Governance Guidelines applicable to the Company, shall review and assess the adequacy of the Guidelines periodically, and recommend changes as necessary.

6. The Committee shall perform and present to the Board an annual evaluation of its own performance.

7. The Committee shall review and assess at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

8. The Committee shall have the sole authority to retain and terminate any search firms to be used to identify and recruit director candidates or any compensation consultant to assist in the evaluation of director compensation, and shall have sole authority to approve the search firm's or compensation consultant's fees and other retention terms.

9. The Committee shall be assisted by appropriate corporate staffs, and in addition, the Committee may obtain assistance from such other persons, who need not be employees of the Company, or organizations as it may deem appropriate, with the expenses incurred in their use to be paid by the Company. The foregoing authority includes obtaining advice and assistance from internal or external legal, accounting or other advisors and consultants.

10. The Committee shall exercise such other duties and responsibilities as may be assigned by the Board from time to time.

Adopted by the Board of Directors on January 9, 2004.