

## **Cabot Corporation (the “Company”)**

### **Responsibilities of Non-executive Chairman of the Board**

*Adopted by the Independent Members of the Board of Directors on March 14, 2008*

John F. O’Brien became non-executive Chairman of the Board effective March 14, 2008. The principal duty of the Company’s Chairman is to organize Board activities to enable the Board to effectively provide guidance to and oversight of management. To fulfill this role, the Chairman is expected to provide the Chief Executive Officer direction as to Board needs, interests and opinions and to assure that the Board agenda is appropriately directed to the matters of greatest importance to the Company. The functions of the Chairman include:

- presiding over all meetings of the Board of Directors and stockholders, including regular executive sessions of the non-management Directors;
- serving as an ex-officio member of each Board committee and attending committee meetings where possible;
- in collaboration with the Chief Executive Officer, establishing an agenda for each meeting of the Board;
- meeting with the Chief Executive Officer after each Board meeting to discuss open issues and any follow-up required from the meeting;
- facilitating and coordinating communication among the non-management directors and the Chief Executive Officer;
- in collaboration with the Governance and Nominating Committee meeting, leading the Board’s annual review of its performance;
- meeting with each non-management director at least annually;
- providing assistance to the Chief Executive Officer by attending selected internal business management meetings identified by the Chief Executive Officer and meeting with the Chief Executive Officer as necessary;
- facilitating an open flow of information between management and the Board;
- coordinating the periodic review of management’s strategic plan for the Company;
- in collaboration with the Compensation Committee, leading the Board review of the succession plan for the Chief Executive Officer and other key members of senior management;
- in collaboration with the Compensation Committee, coordinating the annual performance review of the Chief Executive Officer and other key members of senior management;
- working with management on effective communication with stockholders; and
- performing such other duties and services as the Board may require.