

SAFETY, HEALTH AND ENVIRONMENTAL AFFAIRS COMMITTEE

Cabot Corporation (the “Company”) is committed to being an industry leader in conducting our business responsibly so that we protect our employees, the public and the environment. Our commitment to safety, health and the environment (SH&E) is a core value of the Company and an integral part of our business activities.

To this end, the Board of Directors created the SH&E Committee in 1990 to provide oversight and guidance to the Company on safety, health and environmental matters.

Purpose

The Safety, Health and Environmental Affairs Committee (the “Committee”) is appointed by the Board of Directors of the Company to oversee the Company’s safety, health and environmental stewardship and programs.

Composition and Operation

The Committee shall consist of not less than two nor more than seven directors, and a majority shall be non-employee directors.

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

The Committee shall meet as often (but at least two times each fiscal year), 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 review all aspects of the Company's safety, health and environmental management programs and performance. In particular, the Committee shall review the Company's environmental reserve, risk assessment and management processes, environmental and safety audit reports, performance metrics, performance as benchmarked against industry peer groups, assessed fines or penalties, site security and safety issues, health and environmental training initiatives, and the Company's SH&E budget and capital expenditures.
2. The Committee shall take such other actions as may be appropriate to enable the Committee to inform itself of the Company's safety, health and environmental programs, the global trends in overall compliance and regulatory matters and the economic effect, if any, of such trends on the Company's business.
3. The Committee shall perform and present to the Board an annual evaluation of its own performance.
4. The Committee shall review and assess at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
5. 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.
6. The Committee shall exercise such other duties and responsibilities as the Board may assign from time to time.

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