

CABOT MICROELECTRONICS CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating Committee (the "Committee") is to consider, report and make recommendations to the Board of Directors (the "Board") of Cabot Microelectronics Corporation (the "Corporation") on matters relating to the selection, qualification, and compensation of Directors of the Board and candidates nominated to the Board, as well as other matters relating to the duties of Directors of the Board, the operation of the Board, and corporate governance.

Membership

The Committee shall consist of at least three Directors of the Board, all of whom satisfy the "independence" requirements of relevant law, including rules adopted by the Securities and Exchange Commission ("SEC"), and the NASDAQ Stock Market LLC ("NASDAQ"). The members shall be appointed by action of the Board and shall serve at the discretion of the Board.

Committee Organization and Procedures

1. The Chair of the Committee, upon recommendation of the Committee (with the Director proposed as Chair recusing himself from such recommendation), shall be appointed by the Board by majority vote. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee;
2. The Committee shall have the authority to establish its own rules and procedures consistent with the bylaws of the Company for notice and conduct of its meetings, should the Committee, in its discretion, deem it desirable to do so. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the action of a majority of the members present at any meeting at which there is a quorum shall be the act of the Committee;
3. The Committee shall meet as frequently as the Committee in its discretion deems desirable;
4. The Committee, through its Chair, shall report periodically, as deemed necessary or desirable by the Committee, but at least annually, to the full Board regarding the Committee's actions and recommendations, if any;
5. The Committee may, in its discretion, retain and utilize the services of the Company's regular advisors with respect to matters within its purview or, at its discretion, retain other advisors if it determines that such or advice is necessary or appropriate under the circumstances.
6. The Secretary and General Counsel of the Corporation shall serve as the Secretary of the Committee.

Responsibilities

The Committee shall:

1. Develop and recommend to the Board specific guidelines for selecting nominees to the Board;
2. Review the qualifications of and approve and recommend to the Board:
 - (a) those persons to be nominated for membership on the Board who shall be submitted to the shareholders for election at each Annual Meeting of Shareholders;
 - (b) the nominees for Directors to be elected by the Board to fill vacancies and newly created directorships in connection with an increase in the size of the Board;
3. Identify and consider potential director candidates in the event of a vacancy in the Board. The Committee shall seek individuals whose background, knowledge and experience shall assist the Board in furthering the interests of the Corporation and its shareholders. In seeking nominees, the Committee may consider factors such as industry knowledge and experience, international experience, public company experience, academic or research institution experience, government entity experience, finance experience, diversity, current employment, and other board memberships.
4. Periodically review and make recommendations to the Board regarding the performance of the Board and committees of the Board;
5. Review and make recommendations to the Board regarding the appropriate size, composition, and classes of the Board;
6. Review and make recommendations to the Board regarding the compensation of Independent Directors for service as Directors and members of committees of the Board;
7. Review and recommend to the Board tenure and retirement policies for Independent Directors;
8. Review potential conflicts of interest of prospective and current Directors. Any Director who has a change in employment or other for-profit board memberships shall notify the Committee of such, offer to tender his or her resignation, and the Committee shall recommend to the Board whether such Director should remain on the Board. It is the sense of the Committee and the Board that Directors should serve as a director of no more than four publicly traded companies;
9. Review and make recommendations to the Board regarding the composition, duties and responsibilities of other committees of the Board;

10. Review and make recommendations to the Board regarding succession planning for the Chief Executive Officer of the Corporation;
11. Review and make recommendations to the Board regarding the function, structure and operation of the Board.
12. Consider possible candidates for director recommended by stockholders of the Corporation from submissions made to the Chairman of the Committee pursuant to the process detailed in the Corporation's Annual Proxy Statement.

The Chair of the Committee, in addition to performing responsibilities as Chair attendant to the responsibilities of the Committee as provided above, shall:

1. Serve as Chair of executive sessions of the Independent Directors of the Board; and
2. Review with the Chief Executive Officer of the Corporation between regularly scheduled meetings of the Board the agenda and plan for subsequent regularly scheduled meetings of the Board.