

### **Policy on Security Holder Recommendations for Director Nominations**

The Governance and Nominating Committee will consider Director candidates recommended by stockholders for inclusion on the slate of Directors recommended to the Board. Stockholders wishing to recommend a candidate must submit the recommendation by a date not later than the 120<sup>th</sup> calendar day before the first anniversary of the date that Cabot released its proxy statement to stockholders in connection with the previous year's annual meeting. Recommendations should be sent to the Corporate Secretary, Cabot Corporation, Two Seaport Lane, Ste. 1300, Boston, MA 02210.

At the time the stockholder submits the recommendation, the shareholder must provide the following:

- ◆ All information about the candidate that Cabot would be required to disclose in a proxy statement in accordance with Securities and Exchange Act rules or as required by the Company's By-laws.
- ◆ Consent of the candidate to serve on the Board of Directors, if nominated and elected.
- ◆ Agreement of the candidate to complete, upon request, questionnaire(s) customary for Cabot Directors and to comply with applicable Company policies.

The Committee will evaluate candidates recommended by stockholders on the same basis as candidates recommended by other sources, including evaluating the candidate against the standards and qualifications set out in the Company's Corporate Governance Guidelines and criteria approved by the Board from time to time.

*Adopted by the Governance and Nominating Committee on November 13, 2015.*