

CABOT MICROELECTRONICS CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance 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.

Nothing contained in this charter is intended to alter or impair the operation of the "business judgment rule" as interpreted by the courts under the Delaware General Corporation Law. Further, nothing contained in this charter is intended to alter or impair the right of the members of the Committee under the Delaware General Corporation Law to rely, in discharging their responsibilities, on the records of the Corporation and on other information presented to the Committee, Board or Corporation by officers or employees or by outside advisors and experts, if any. This charter is subject to future revision as the Committee may find advisable and will be reviewed by the Committee at least annually; the Committee will submit any recommended changes to the Board for its consideration.

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 Corporation 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 Corporation's regular advisors with respect to matters within its purview or, at its discretion, retain other advisors if it determines that such 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 by the Board for membership on the Board who shall be submitted to the stockholders by the Board for election at each Annual Meeting of Stockholders;
 - (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 to be nominated by the Board for membership on the Board who shall be submitted to the stockholders by the Board for election at each Annual Meeting of Stockholders or in the event of a vacancy in the Board. The Committee shall seek individuals who are deemed qualified by the Committee and whose background, knowledge and experience shall assist the Board in furthering the interests of the Corporation and its stockholders. In seeking nominees, the Committee will select candidates based on their character and reputation, relevant business experience and acumen, and relevant educational background, and 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. Some of the factors that are considered by the Committee in evaluating candidates for the Board are experience in areas such as technology, manufacturing, marketing, finance, strategy, international business, and academia, as well as geographic and cultural diversity.
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 non-employee Directors, including 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, and other executive officers, of the Corporation, and may do so in concert with the Compensation Committee;
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 or as may be required by law.
13. Generally and periodically perform oversight for the nominating and governance-related reporting and approval requirements of the SEC, NASDAQ, and other regulatory bodies, including those such matters that may be required to be reported or disclosed to or submitted for approval by the Corporation's stockholders and included in the Corporation's Annual or special Proxy Statements required by applicable legislation, the regulations of the SEC or other regulatory body, including those that may relate to director qualifications and/or nominations recommended by the Board and/or by stockholders of the Corporation.
14. Review at least annually the Corporation's Corporate Governance Guidelines, and recommend any proposed changes to the Board for approval.

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.