

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee (the “Committee”) is appointed by the Board of Directors of Cabot Corporation (the “Company”) to (a) appoint and oversee the performance of the independent auditors, (b) assist the oversight of the Board with respect to (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditor’s qualifications and independence, and (iv) the performance of the Company’s internal audit function; and (c) prepare an Audit Committee report as required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

Composition and Operation

The Committee shall consist of not less than three members appointed by the Board. Members of the Committee shall each satisfy the independence and experience requirements of the New York Stock Exchange, the Securities Exchange Act of 1934, as amended, and any other applicable laws.

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, 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 meet at least quarterly with management (including the General Counsel), the internal auditors, and the independent auditors in separate executive sessions.

Responsibilities

The Committee shall assist the Board in fulfilling its oversight responsibilities by accomplishing the following:

Financial Statement and Disclosure Matters

1. Review and discuss the annual audited financial statements, including disclosures made in Management’s Discussion and Analysis, with management and the independent auditors, and make its recommendation to the Board as to the inclusion of the Company’s audited financial statements in the Company’s Annual Report on Form 10-K.

2. Review and discuss with management and the independent auditors the Company's quarterly financial statements prior to the filing of the Form 10-Q, including disclosures made in Management's Discussion and Analysis and the results of the independent auditors' review of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls over financial reporting and any special audit steps adopted in light of material control deficiencies.
4. Review and discuss quarterly reports from the independent auditors on (i) all critical accounting policies and practices to be used (ii) all alternative treatments (and the related disclosures) of financial information within generally accepted accounting principles (GAAP) that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and (iii) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
5. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
6. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies. This discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
7. Discuss with the independent auditors the matters required to be discussed by American Institute of Certified Public Accountants (AICPA) Statement on Auditing Standards No. 61 (Communication with Audit Committees). In particular, discuss (a) the adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the independent auditor, internal auditors or management, (b) the management letter provided by the independent auditor and the Company's response to that letter, and (c) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
8. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

9. Resolve disagreements between management and the independent auditors pertaining to financial reporting.

Independent Auditor Matters

1. Appoint annually, and if necessary, replace the independent auditors, which shall report directly to the Committee. Review the experience and qualifications of the senior members of the independent auditors' team, including those of the lead partner.
2. Approve, and discuss the scope and approach (including staffing) of, all auditing services (including comfort letters and statutory audits) and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditors prior to the performance of such work, and approve any changes thereto.
3. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditors' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditors, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the auditors' quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence, taking into account the opinions of management and the internal auditors.
4. Ensure that neither the lead audit partner nor the reviewing audit partner perform audit services for the Company for more than five (5) consecutive fiscal years.
5. Ensure that the independent auditors submit, at least annually, to the Committee a formal written statement delineating all relationships between the independent auditors and the Company, and actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors.
6. Set policies for the Company's hiring of employees or former employees of the independent auditors.
7. Discuss with the engagement partner of the independent auditors any significant matters relating to audit quality and consistency.

Internal Audit Matters

1. Review the internal audit process for establishing the annual internal audit plan and the focus thereof.

2. Discuss annually, with the input from the Director of Internal Audit, the budget, organizational structure, responsibilities, and qualifications of the internal audit staff.
3. Discuss and approve the appointment, replacement, or dismissal of the Director of Internal Audit.
4. Review and discuss significant issues or recommendations reported to management by the internal audit group and management's responses to such issues or recommendations. Monitor actions taken by management to resolve such issues.

Internal Controls

1. Discuss with the independent auditors and internal auditors (a) the adequacy and effectiveness of the Company's internal controls over financial reporting, including computerized information systems controls and security, and consider any recommendations for improvement of such controls, and (b) any related significant findings and recommendations of the independent and internal auditors, and management's responses to such findings and recommendations.

Legal and Tax Matters

1. Discuss the status of significant legal or tax matters that could have a material impact on the Company's financial statements.

Compliance Matters

1. Discuss with the independent auditor whether Section 10A(b) of the Securities Exchange Act of 1934, as amended, has been implicated.
2. Discuss with management, the independent auditor and the internal auditor the Company's compliance with applicable laws and regulations and any material reports, correspondence or inquiries from regulatory or government agencies and any employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies.
3. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Global Ethics and Compliance Standards.
4. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential anonymous submissions by employees of concerns regarding questionable accounting or auditing matters.
5. Review any report of evidence of a "material violation" made to the Committee pursuant to the Office of General Counsel Policy - Compliance with SEC Attorney Conduct Rules by any of the Company's in-house or outside attorneys and take all necessary or appropriate action in response thereto.

Risk Management

1. Meet periodically with management to discuss the Company's major risk exposures, the potential impact of such risks on financial reporting, and the steps taken to ensure appropriate processes are in place to identify, manage, and control financial and business risks associated with the Company's business objectives.
2. Discuss with management significant risk management failures, if any, and managements' responses to such failures.

Miscellaneous

1. The Committee shall prepare the report of the Committee required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
2. The Committee shall perform and present to the Board an annual evaluation of its own performance.
3. The Committee shall review and assess at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.
4. The Committee shall be assisted by appropriate corporate staffs, and in addition 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. The foregoing authority includes the authority to retain special legal, accounting or other experts for advice, consultation or special investigation. The Committee may, to the extent it deems necessary or appropriate, meet with the Company's investment bankers or financial analysts who follow the Company.
5. The Committee shall exercise such other duties and responsibilities as may be assigned by the Board from time to time.

Limitation of Committee's Role

The function of the Committee is oversight. While the Committee has the responsibilities set forth in this charter, it is not the duty or responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. The Company's management is responsible for preparing the Company's financial statements and the independent auditors are responsible for auditing those financial statements. Unless he or she believes to the contrary (in which case, he or she will advise the Committee of such belief), each member of the Committee shall be entitled to assume and rely on (i) the integrity of those persons and organizations within and outside the Company that it receives information from and (ii) the accuracy of the financial, legal, safety, health and

environment, and other information provided to the Committee by such persons or organizations.

Adopted by the Board of Directors on January 9, 2004, as amended on November 12, 2004.