

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors of Cabot Corporation (the “Company”), to discharge the Board’s responsibilities relating to the compensation of the Company’s Chief Executive Officer (the “CEO”) and the members of the Company’s management Executive Committee (collectively, including the CEO, the “Officers”) and to oversee the effective recruitment, development and retention of diverse talent necessary to support the long-term success of the Company.

Composition and Operation

The Committee shall consist of not less than two nor more than seven directors, each of whom shall satisfy the independence requirements of the New York Stock Exchange. In addition, each member of the Committee shall be a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934.

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 establish policies applicable to the compensation, severance or other remuneration of the Officers.
2. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives and, either as a Committee or together with the other independent directors (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. In determining the incentive components of CEO compensation, the Committee shall consider a number of factors, including, but not limited to, the Company’s performance and relative shareholder return, the value of similar incentive awards to CEO’s at comparable companies, and the awards given to the CEO in past years.
3. The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Officers. The Committee shall, periodically

and as and when appropriate, review and approve the following as they affect the Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Officers and individuals who formerly served as Executive Officers of the Company (as determined in accordance with the rules and regulations promulgated by the Securities and Exchange Commission (the “SEC”), including supplemental retirement benefits and the perquisites provided to them during and after employment; provided, that the compensation and benefits provided to any Officer who is not also an Executive Officer of the Company under the terms of the Company’s Relocation Loan Program or International Assignment Policy, each as amended from time to time, or any other compensation program or policy generally available to all similarly situated employees the general terms of which have been reviewed by the Committee shall not require separate Committee review and approval.

4. The Committee shall review and approve the aggregate amount of bonuses to be paid to participants in the Company’s annual short-term incentive plan.

5. The Committee shall administer the Company’s incentive compensation plans, equity-based plans and supplemental benefits arrangements, including reviewing and approving the aggregate number of stock awards to be awarded to participants in the Company’s long-term incentive program, and shall perform such duties as may, from time to time, be delegated to the Committee under the compensation and benefits plans of the Company.

6. The Committee shall review on a periodic basis reports prepared by management of gender pay equity at the Company.

7. The Committee shall review and discuss with management the Compensation Discussion and Analysis (the “CD&A”) required to be included in the Company’s proxy statement and annual report on Form 10-K by the SEC’s rules and regulations, and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included.

8. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company’s proxy statement in compliance with the SEC’s rules and regulations.

9. The Committee shall oversee the Company’s compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.

10. The Committee shall make recommendations to the Board regarding the adoption of incentive compensation plans and equity-based plans and shall perform such duties under such plans as may, from time to time, be delegated by the Board to the Committee under such plans.

11. The Committee shall review and approve the implementation of any clawback policy allowing the Company to recoup compensation paid to the Company’s Officers and other employees.

12. The Committee shall establish, and oversee compliance with, Company stock ownership and/or holding guidelines for the Officers.

13. The Committee shall assist the Board in CEO succession planning, including succession planning in the event of an emergency, and management leadership development, including leadership development that takes into account the Company's diversity talent and diversity representation on the slate for key positions. The Committee shall evaluate management performance bi-annually (or more often if required) and shall discuss management succession annually (or more often if required), and following its meetings, shall report on these matters to the non-management directors in executive session.

14. The Committee shall appoint annually the members of the Company's Benefits and Investment Committees in accordance with the charters of each of these committees, and no less frequently than annually, monitor their activities. The Committee shall provide information and make recommendations to the Board as needed (including with respect to proposed material amendments to either the Cabot 401(k) Plan or the Cabot Cash Balance Plan) based on the activities of the Benefits and Investment Committees. Interim reports by the Benefits or Investment Committees, or communications by the Compensation Committee to either the Benefits or Investment Committee shall be made as needed by the Chair of the respective Committee or his or her designee.

15. The Committee shall annually review its own performance.

16. The Committee shall review and assess at least annually the adequacy of this charter and recommend any proposed changes to the Board for approval.

17. The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any advisor to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the advisor's independence from management, including those specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any advisor retained by the Committee and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee.

18. The Committee shall exercise such other duties and responsibilities as may be assigned by the Board from time to time.

Adopted by the Board of Directors on January 9, 2004, and amended on May 13, 2005, September 11, 2009 and May 10, 2019.