

**CABOT MICROELECTRONICS CORPORATION
ANNUAL MEETING OF STOCKHOLDERS**

**TUESDAY, MARCH 2, 2010
8:00 A.M.**

Good morning, I'm Bill Noglows, Chairman of the Board, President and Chief Executive Officer of Cabot Microelectronics Corporation, and I'm pleased to welcome you to our company's tenth Annual Meeting of Stockholders.

The script of our Annual Meeting will be available following the meeting through our website at cabotcmp.com. I would like to remind all of you that our conversation today may include statements that constitute forward looking statements. Such statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from these forward looking statements, and we assume no obligation to update them.

Carol Bernstein, the General Counsel and Secretary of our Company, will act as Secretary of the Meeting.

First, I would like to emphasize our appreciation for our Board of Directors and the advice and guidance provided to our company.

I would like to acknowledge the members of our Board of Directors, who are all with us today in person:

Bob Birgeneau
Jack Frazee
Larry Fuller
Barb Klein
Ted Mooney
Steve Wilkinson, and
Bailing Xia.

The first order of business for our annual meeting is to organize the meeting and determine the presence of a quorum. Will all stockholders present and wishing to vote in person by ballot, and all persons holding proxies not previously filed, please report to the Secretary and deliver their ballots and proxies to her.

On or about January 15, 2010, our Board of Directors sent notice of this meeting to all stockholders of record as of the close of business on January 11, 2010.

The list of stockholders entitled to vote at this meeting has been open to the examination of stockholders at the Company's executive offices for more than ten days prior to this meeting as required by Delaware law.

Sally Baca of Cabot Microelectronics has been appointed Judge to tabulate the stockholders' votes.

Various affidavits regarding the mailing of the proxy material and the maintenance of the stockholder lists and the Oath and Certificate of the Judge will be filed with the minutes of this meeting.

I now ask the Secretary to report the number of shares represented at this meeting.

Out of 23,565,977 shares of Common Stock entitled to vote at this meeting, there are present in person or represented by proxy at least 21,053,772 shares, or approximately 89.3% of such shares.

A quorum is present and we may proceed with the business of the meeting:

The next order of business is the election of directors. Our Board is currently comprised of eight directors. The Board is divided into three classes: Class I, whose terms will expire at this meeting, Class II, whose terms will expire at the 2011 annual meeting, and Class III, whose terms will expire at the 2012 annual meeting. At this meeting, we will elect two Class I directors to hold office until the 2013 Annual Meeting of Stockholders. The Secretary will now report on the nominees for Class I directors.

I will ask each of the two nominees, Mr. Fuller and Mr. Mooney, to identify themselves respectively by saying "aye" as I read their name. The Board of Directors has nominated H. Laurance Fuller and Edward J. Mooney, each of whom currently serves on our Board, as directors of the Company to serve until the 2013 Annual Meeting of Stockholders or until their successors have been duly elected and qualified. In the Proxy Statement we provided you with information regarding the business experience of each of these individuals.

Does anyone second these nominations?

I second the nominations.

The third order of business is the ratification of the selection of PricewaterhouseCoopers LLP as the company's independent auditors for fiscal year 2010. We provided you with information regarding our independent auditors and the services they provide in the Proxy Statement. I will now entertain a motion regarding this proposal.

I so move.

I second the motion.

The election of directors and the ratification of the selection of PricewaterhouseCoopers as the company's independent auditors will be put to vote by ballot. The affirmative vote of a plurality of the shares represented in person or by proxy at this meeting will be

necessary for the election of each director. The affirmative vote of a majority of the shares represented in person or by proxy at this meeting will be necessary to ratify the selection of the company's auditors.

While the voting is being completed and the results are tabulated by the Judge, I would like to take this opportunity to provide you with a review of our business.

My comments this morning will be very brief, since we covered our results and accomplishments in fiscal year 2009 at length in our year-end conference call in October and in our annual report.

Fiscal 2009 was a challenging year for our company and our industry given the severe global economic recession. However, we continued to successfully execute on our strategies of strengthening and growing our core CMP consumables business and advancing our Engineered Surface Finishes business.

Despite the adverse economic and industry environments, we achieved a number of important accomplishments in fiscal 2009. Even as the semiconductor industry contracted, we grew our CMP pad business by 17 percent, ending the year with approximately 20 customers buying our pads for commercial applications. By expanding into this highly complementary market, we have effectively increased our total addressable market by 70 percent, and the pads business represents a very large growth opportunity for our company going forward.

In addition, we successfully completed our acquisition and initial integration of Epoch Material Company, a Taiwan-based CMP slurry supplier. Through this acquisition, we have strengthened our position in Copper CMP slurries and have expanded our footprint in Taiwan. Epoch's results were accretive to both our gross profit margin and earnings per share in fiscal 2009, and we are on track to achieve nearly twice the level of synergies that we originally anticipated from the acquisition.

We also expanded our CMP consumables product pipeline by introducing next generation products in all major application areas. Our success is evident in our new product vitality metric, which measures the portion of our sales that are driven by products commercialized within the last three years. This metric increased by nearly 40 percent over fiscal 2008, and builds on a more than 50 percent increase in the previous year. In particular, we are excited about our new barrier polishing slurry which is being evaluated by over 20 customers, as well as our new copper polishing slurry that is designed for low cost and high throughput. We also recently commercialized our first aluminum CMP slurry, which is being utilized in emerging high-k metal gate applications.

Finally, during fiscal 2009 we achieved \$12 million of operating expense savings. Given the importance of retaining the experience and knowledge of our employees, we accomplished this with only a limited reduction in staff, which gave us the flexibility and

capability to meet our customers' significant increase in demand during the second half of the fiscal year.

Fiscal 2010 has started off strong. We reported record quarterly revenue in our first fiscal quarter. In addition, with semiconductor device inventories at relatively low levels and strong outlooks reported from a number of our customers, we are optimistic about the continued strength of semiconductor device demand in 2010.

In light of the stabilizing industry environment, we recently reinstated annual gross profit margin guidance in the range of 46 to 50 percent of revenue for fiscal 2010. This represents an increase to the upper end of the guidance range compared to our prior annual guidance range of 46 to 48 percent of revenue, which was effective from October 2006 to April 2009. This increase reflects the contribution of Epoch's strong gross profit margins and associated synergies, as well as improvements associated with higher pad revenue and improved pad manufacturing yields.

In fiscal 2010 we intend to continue to prudently manage our costs. Although we have reinstated certain employee benefits that were suspended during the downturn in 2009, we are maintaining fiscal discipline around other discretionary expenses. We are targeting to keep fiscal 2010 operating expenses at or below the pre-recession level of fiscal 2008, as we aim to offset incremental Epoch operating expenses with continued cost management efforts.

Finally, we look to continue our momentum in growing our pad business through new customer wins, as well as additional application wins with existing customers. We are also alpha sampling our next generation D200 pad platform with a small group of strategic customers, and we expect that this new product will be a strong addition to our pad product portfolio.

Let me close by saying, despite the challenging industry and economic conditions in fiscal 2009, we continue to execute on our strategies to strengthen our company for long-term success. With business conditions vastly improved from just a year ago, we are optimistic and encouraged about the opportunities we see in fiscal 2010. In our view, we are well positioned to take advantage of the strong environment with our robust product portfolio, world-class quality systems, talented and experienced employees, and continued prudent financial management.

I will now open the meeting up to questions from the audience. Are there any questions?

At this time I would like to continue with the business of the meeting.

I have received the Report of the Judge and am pleased to announce the vote:

In the election of directors: Each nominee received at least 19,894,294 votes, or approximately 99% of shares voted. H. Laurance Fuller and Edward J. Mooney

therefore have been elected as directors of the Company to serve until the 2013 Annual Meeting of Stockholders or until their successors have been duly elected and qualified.

Also, at least 20,931,341 shares, or approximately 99% of shares cast on this matter, have been voted in favor of ratifying the selection of the company's independent auditors for fiscal year 2010; therefore, the selection of PricewaterhouseCoopers LLP is ratified.

The Report of the Judge will be attached to the minutes of the meeting and the ballots cast will be filed with the records of the meeting.

Is there any other business to come before the meeting?

I would now like to introduce Bill Kelly, a partner with PricewaterhouseCoopers, the Company's independent auditors, who would be pleased to respond to appropriate questions. Are there any questions?

Thank you, Bill.

At this time, we have transacted all business to be conducted at this meeting. Is there a motion that the meeting be adjourned?

I move that the meeting be adjourned.

I second the motion.

All those in favor, say aye.

Aye.

Opposed?

The meeting is now adjourned. Thank you for coming and supporting Cabot Microelectronics.

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