

**CABOT MICROELECTRONICS CORPORATION
ANNUAL MEETING OF STOCKHOLDERS**

**TUESDAY, MARCH 3, 2015
8:00 A.M.**

THE CHAIRMAN OF THE MEETING – William P. Noglows
THE SECRETARY – Carol Bernstein

NOGLOWS:

Good morning, I am Bill Noglows, Chairman of the Board of Cabot Microelectronics Corporation, and along with David Li, President and Chief Executive Officer and Director, I am pleased to welcome you to our 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 with us today in person: Bob Birgeneau, Larry Fuller, Rick Hill, Barb Klein, Ted Mooney, Steve Wilkinson, and Bailing Xia.

All of us at Cabot Microelectronics want to extend our deep appreciation to Jack Frazee, who was one of our founding Board members, and has served as our Lead Director for more than a decade; Jack's excellent advice and guidance to, and enthusiasm for, our Company cannot be understated – we will miss him greatly and wish him well. Unfortunately, due to the inclement weather today, Jack is not able to be with us.

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 20, 2015, our Board of Directors sent notice of this meeting to all stockholders of record as of the close of business on January 9, 2015.

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.

Rhonda Childress 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.

BERNSTEIN:

Out of 24,086,489 shares of Common Stock entitled to vote at this meeting, there are present in person or represented by proxy at least 22,919,680 shares, or approximately 95.15% of such shares.

NOGLOWS:

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 ten directors, but with the retirement of Mr. Frazee today, we will have nine Board members. The Board is divided into three classes: Class I, whose terms will expire at the 2016 annual meeting, Class II, whose terms will expire at the 2017 annual meeting, and Class III, whose terms will expire at this meeting. At this meeting, we will elect three Class III directors to hold office until the 2018 Annual Meeting of Stockholders. The Secretary will now report on the nominees for Class III directors.

BERNSTEIN:

I will ask the three nominees to identify themselves respectively by saying "aye" when I read their names: The Board of Directors has nominated Barbara A. Klein, David H. Li, and William P. Noglows, each of whom currently serves on our Board, as directors of the Company to serve until the 2018 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?

WILLIAM JOHNSON:

I second the nominations.

NOGLOWS:

The third order of business is the non-binding advisory vote on our company's named executive officer compensation, as described in the Compensation, Discussion and Analysis section and related compensation tables of our Proxy Statement. We provided you with information regarding this matter in the Proxy Statement. Our Board of Directors recommends a vote in favor of this proposal. Does anyone second this proposal, which I move.

JOHNSON:

I second the motion.

NOGLOWS:

The fourth order of business is the ratification of the selection of PricewaterhouseCoopers LLP as the company's independent auditors for fiscal year 2015. 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.

BERNSTEIN:

I so move.

JOHNSON:

I second the motion.

BERNSTEIN:

The election of directors, the non-binding advisory vote on executive compensation, 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 approve the non-binding advisory vote on named executive officer compensation and ratify the selection of the company's auditors.

NOGLOWS:

While the voting is being completed and the results are tabulated by the Judge, David will provide you with a review of our business:

LI:

Thanks, Bill. Good morning, everyone, and thanks for joining us. My comments this morning will be brief, since we covered our results and accomplishments in fiscal year 2014 at length in our year-end conference call in October and in our 2014 annual report.

During fiscal 2014, the industry saw the continued scaling of semiconductor devices to smaller geometries, which has introduced technical challenges and placed a heightened focus on new transistor and device architectures. As a result, we have seen our customers put increasing emphasis on development and production of advanced technologies like High-K Metal Gate, 3D NAND and FinFET, which are driving the need for new and critically important CMP steps. These require more rigorously formulated and higher quality CMP solutions, which we believe we are well-positioned to provide, as a CMP technology leader. We expect that these advancements will create attractive growth opportunities for our company, as we partner with our technology-leading customers to help enable new transistor and device architectures.

In fiscal 2014, we reported record revenue in our Pads, Aluminum and Advanced Dielectrics product areas. Through consistent strong execution of our strategic business initiatives, we achieved solid financial results for the full fiscal year, including strong profitability and cash flow generation, despite soft semiconductor industry conditions in the first half, and lower annual sales from our QED Technologies and Data Storage product areas. We ended the fiscal year with momentum, reporting record revenue in the fourth fiscal quarter for our company, as well as in each of our Tungsten, Pads and Aluminum product areas.

During the year, we continued to focus on innovation, in collaboration with our technology leading customers, to expand our product offerings, and we invested approximately \$59 million, or 14 percent of our revenue, in research and development. We believe this is far in excess of any other CMP consumables provider, and underscores our strong commitment to innovation within the CMP consumables space. Our new CMP solutions for polishing Tungsten and Aluminum are specific examples of our ability to innovate to meet our customers' challenging product performance requirements. Additionally, during the second half of the fiscal year, we introduced a new family of Dielectrics slurries for both legacy and advanced applications that are designed to deliver higher performance and significantly lower costs to our customers, while also improving profitability.

In conjunction with the ongoing execution of our strategic business initiatives related to technology leadership and collaboration with our customers, we also

continued to focus on operations and quality excellence. During the year, we were awarded seven supplier excellence awards, including Samsung's Best in Value Award and Intel's Supplier Continuous Quality Improvement Award. These awards recognize our product quality and reliability, and our service to our customers; we are honored to be regarded as an elite supplier within our customers' broader supply chains.

Now turning to fiscal 2015, in January we announced very strong financial results for our first fiscal quarter of 2015, which continued the positive momentum we experienced during our fourth fiscal quarter of 2014. During the quarter we achieved revenue of \$111.9 million dollars, 11 percent higher than the same quarter last year. We recorded a gross profit margin of 50.9 percent of revenue, representing a 340 basis point improvement year-over-year, and record earnings per share of 80 cents, an increase of 78 percent compared to the prior year. We are encouraged by this strong start to our fiscal year, although we remain mindful of the seasonal softening we typically experience during the March quarter, which is historically our seasonally weakest quarter of the year. You may recall that when we reported our first fiscal quarter results on January 29, orders for our CMP consumables products were trending slightly below the average rate in our first fiscal quarter. Now, looking at orders through February, we are experiencing somewhat softer demand conditions, in line with traditional seasonal weakness.

Let me conclude my business update today by stating that we believe that our global capabilities in research and development, quality, operations and sales, position us well for continued success, as we partner with our customers to help enable their technology roadmaps. We remain confident in our ability to execute our strategic initiatives to profitably grow our business and provide value to our shareholders over a range of industry and macroeconomic environments. On behalf of all of our employees around the world, I would like to thank our shareholders for your continued support over the years.

And with that, I will turn the meeting back to Bill.

NOGLOWS:

Thank you, David. I now will 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.

BERNSTEIN:

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 20,196,422 votes, or approximately 93% of shares voted. Barbara A. Klein, David H. Li and William P. Noglows therefore have been elected as directors of the Company to serve until the 2018 Annual Meeting of Stockholders or until their successors have been duly elected and qualified.

With respect to the non-binding advisory vote on the Company's named executive officer compensation, at least 19,936,220 votes or approximately 92% of shares cast on this matter, have been voted in favor of approving the Company's named executive officer compensation; therefore, the Company's named executive officer compensation is approved by non-binding advisory vote.

Finally, at least 21,660,274 shares, or approximately 94.5% of shares cast on this matter, have been voted in favor of ratifying the selection of the company's independent auditors for fiscal year 2015; 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.

NOGLOWS:

Is there any other business to come before the meeting?

I would now like to introduce Colleen Harrison, a partner with PricewaterhouseCoopers, the Company's independent auditors, who is here with us and would be pleased to respond to appropriate questions. Are there any questions?

Thank you, Colleen.

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

JOHNSON:

I move that the meeting be adjourned.

BERNSTEIN:

I second the motion.

NOGLOWS:

All those in favor, say aye.

Opposed?

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