

As amended by the
Board of Directors
through July 18, 2013

1. Role of the Board of Directors. The Board seeks to ensure that Cytec's business is managed in the best long-term interests of Cytec's stockholders. Cytec's business is conducted by its employees under the direction of the Chief Executive Officer and the other officers and managers of the Company. The Board of Directors provides oversight to the Chief Executive Officer and other managers as it reviews and approves the Company's major business and financial strategies. The Board also approves significant capital projects and commitments, acquisitions, divestitures and long term financings. The Board is responsible for hiring, assessing the performance and determining the compensation of the CEO and, through the Compensation and Management Development Committee, determining the compensation of the other officers of the Company. The Board shall regularly review succession planning strategy and plans for the CEO and other senior officers. The Board believes that it is critical that Cytec operate in compliance with all applicable laws and to the highest ethical standard. The Board believes that the long-term interests of Cytec's stockholders are advanced by appropriately addressing concerns of other stakeholders affected by the Company's actions ranging from the Company's employees to the communities in which the Company operates.

2. Director's Qualifications. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interests of the stockholders. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively, including preparation for and attendance at Board meetings. Directors are required to inform the Chairman of the Board of any significant change in their personal circumstances, including a change in their principal job responsibilities or acceptance of another directorship. No director shall be eligible for reelection as a director on or after his or her 72nd birthday unless the other directors then in office, meeting in executive session, agree that such director should be nominated for reelection, because it is in the best interest of the Corporation and its stockholders to retain the experience and skill-sets of such director on the Board.

3. Independence of Directors. A majority of the directors will be independent directors. The Board defines a director as independent if he or she (i) has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company), (ii) has not been an employee of the Company or any of its affiliates within the preceding five years, (iii) has not within the last five years been affiliated with or employed by an entity that has served as an auditor to the Company within the last five years, (iv) has not been part of an interlocking directorate in which an executive officer of the Company serves on the compensation committee of another corporation that employs such director, (v) does not have an immediate family member that falls within the preceding four categories, (vi) has not received any compensation from the Company within the past year other than for serving as a director and (vii) is not employed by (and does not have an immediate family member who is an executive officer of) an entity which has made payments to, or received payments from, the Company in any of the past three fiscal years greater in amount than the greater of \$1,000,000 or 2% of such other entity's consolidated gross revenues in such year.

4. Electing the Board. Approximately one third of the directors are elected each year by the stockholders of the Company at the annual meeting. The slate of candidates is chosen by the Board based on the recommendations of the Governance Committee. The Governance Committee will consider nominees recommended by any stockholder who submits a recommendation in writing to the Secretary of the Company at 5 Garret Mountain Plaza, Woodland Park, NJ 07424, and includes the candidate's name, biographical data and qualifications and complies with such other procedural requirements as the Governance Committee may establish from time to time.

5. Board Committees. The Board has established the following Committees to assist the Board in discharging its responsibilities: (i) Governance (ii) Audit; (iii) Compensation and Management Development; and (iv) Safety, Health, Environmental & Technology. Only independent directors are eligible to be members of the Governance, Audit and Compensation and Management Development Committees. The Chairs of the Committees report the highlights of their meetings to the Board following each meeting of the respective committees. The Board elects committee members annually after receiving the recommendation of the Governance Committee as to which directors should be on which committees. Any director may periodically attend meetings of any Board Committee.

6. Lead Director. The Lead Director shall be responsible for chairing meetings of the independent directors in the executive session in association with each regularly scheduled board meeting and briefing the Chairman of the Board, as appropriate, following such executive sessions, presiding at meetings of the Board in the absence or at the request of the Chairman of the Board, acting as a

liaison between the independent directors and the Chairman of the Board including with respect to matters to be covered at Board meetings and calling additional meetings of the independent directors as appropriate in the judgment of the Lead Director. The Lead Director shall be available, as necessary and appropriate, to communicate with important shareholders and shall have such other responsibilities as may be designated by the Board. The Lead Director shall serve for a term of three years. The Lead Director position shall be rotated sequentially among the Chairs of the Audit, Compensation and Management Development and Governance Committees with the initial term as Lead Director of the Chair of the Compensation and Management Development Committee expiring at the Annual Meeting of Stockholders in 2013.

7. Self-Evaluation. The Board will perform an annual self-evaluation of the effectiveness of the Board and each Committee will perform an annual self-evaluation of the effectiveness of the Committee, in each case with the intent to continuously improve effectiveness.

8. Ethics and Conflicts of Interest. The Board expects each director and officer to act ethically at all times and to be fair, honest and consistent in business and personal practices. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chairman of the Board. All directors will recuse themselves from any discussion or decision affecting their personal, business or professional interests. The Board shall resolve any conflict of interest question involving an executive officer.

9. Business Access. Non-employee directors are encouraged to involve themselves with the business of the Company including by visiting business offices and plants. To further this objective, at least one board meeting each year will be held at a plant location.

10. Access to Independent Advisors. The Board shall have the right at any time to retain outside financial, legal or other advisors at the expense of the Company.

11. Director Orientation. The general counsel and the chief financial officer shall arrange for an orientation program for new directors, and for periodically providing materials or briefing sessions by third parties for all directors on subjects that would assist them in discharging their duties. Each new director shall, within six months of election to the Board, spend a day at corporate headquarters for personal briefing by senior management on the Company's major business and financial strategies, its financial statements, and its significant policies.