

CYTEC INDUSTRIES INC/DE/  
Form DEF 14A  
March 06, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

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Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**CYTEC INDUSTRIES INC.**

(Name of Registrant as Specified In Its Charter)

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**CYTEC INDUSTRIES INC.**  
**5 GARRET MOUNTAIN PLAZA**  
**WOODLAND PARK, NJ 07424**

Notice of Annual Meeting

of Common Stockholders to be held

April 16, 2015

March 6, 2015

To Our Stockholders:

We will hold our Annual Meeting of Common Stockholders at the Marriott at Glenpointe Hotel, Teaneck, New Jersey on Thursday, April 16, 2015, at 1:00 p.m. The purpose of the meeting is (i) to elect four directors; (ii) to ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2015; (iii) to approve, by non-binding vote, the compensation of our Named Executive Officers; and (iv) to transact any other business that properly comes before the meeting.

You must have been a holder of our common stock at the close of business on February 20, 2015, to be entitled to notice of and to vote at the meeting or at any postponement or adjournment.

Because stockholders cannot take any action at the meeting unless a majority of the outstanding shares of common stock is represented, it is important that you attend the meeting in person or are represented by proxy at the meeting.

If you cannot attend the meeting, please promptly submit your proxy by telephone, Internet or by signing and dating the enclosed proxy card and mailing it in the enclosed envelope, which requires no postage if mailed in the United States.

By Order of the Board of Directors,

R. Smith

Secretary

**CYTEC INDUSTRIES INC.**  
**5 GARRET MOUNTAIN PLAZA**  
**WOODLAND PARK, NJ 07424**

Proxy Statement for

Annual Meeting of Common Stockholders

to be held April 16, 2015

March 6, 2015

This proxy statement contains information relating to our Annual Meeting of Common Stockholders, which will be held on Thursday, April 16, 2015, beginning at 1:00 p.m., at the Marriott at Glenpointe Hotel, Teaneck, New Jersey 07666, and at any postponement or adjournment of that meeting. We are first sending this Proxy Statement and the enclosed form of proxy to stockholders on or about March 6, 2015. For purposes of this Proxy Statement, unless the context indicates otherwise, the use of the words we, us, our, Company and Cytec shall refer to Cytec Industries Inc.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on April 16, 2015: The Proxy Statement is available at [www.proxyvote.com](http://www.proxyvote.com).**

**ABOUT THE MEETING AND THIS PROXY STATEMENT**

***What is the purpose of the meeting?***

At the annual meeting, stockholders will vote (i) to elect four directors; (ii) to ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2015; and (iii) to approve, by non-binding vote, the compensation of our Named Executive Officers. In addition, our management will be present to report on our Company and respond to questions from stockholders.

***Why am I being asked to review materials on-line?***

Under rules adopted by the U.S. Securities and Exchange Commission, we are furnishing proxy materials to our stockholders on the Internet, rather than mailing printed copies of those materials to each stockholder. If you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials unless you requested one. Instead, the Notice of Internet Availability of Proxy Materials will instruct you as to how you may access and review the proxy materials on the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, please follow the instructions included in the Notice of Internet Availability of Proxy Materials. We anticipate that the Notice of Internet Availability of Proxy Materials will be mailed to stockholders on or about March 6, 2015.

***Who is entitled to vote?***

Only stockholders of record at the close of business on the record date, February 20, 2015, are entitled to receive notice of the annual meeting and to vote the shares of our common stock that they held on that date at the meeting, or any postponement or adjournment of the meeting. Each outstanding share entitles its holder to cast one vote on each matter to be voted upon.

***Who may attend the meeting?***

All stockholders as of the record date, or their duly appointed proxies, may attend the meeting. Please note that if you hold shares in street name (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the record date and check in at the registration desk at the meeting to obtain an admission ticket.



***What is a quorum?***

The presence at the meeting, in person or by proxy, of the holders of a majority of our shares of common stock outstanding on the record date will constitute a quorum. A quorum is necessary for business to be conducted at the meeting. As of the record date, 71,323,276 shares of our common stock were outstanding. Proxies received, but marked as abstentions and broker non-votes, will be included in the calculation of the number of shares considered to be present at the meeting.

***How do I vote?***

The accompanying proxy is solicited by our Board of Directors. You may vote by Internet or telephone by following the instructions on the enclosed proxy card or you may complete and properly sign the accompanying proxy card and return it to us. If voted by any of these methods, your vote will be cast as you direct. Do not return the proxy card if you vote by Internet or telephone. Even if you plan to attend the meeting, it is desirable that you vote in advance of the meeting.

***May I change my vote after I return my proxy card?***

Yes. Even after you have submitted your proxy, you may change your vote at any time before the proxy is exercised by filing with our Secretary either a notice of revocation or a duly executed proxy card bearing a later date. A vote by Internet or telephone may be revoked by executing a later-dated proxy card, by subsequently voting by Internet or telephone, or by attending the annual meeting and voting in person.

***How do I vote my Savings Plans shares?***

If you participate in our Cytec Employees Savings Plan, Cytec Employees Savings and Profit Sharing Plan or Employee Stock Purchase Plan, shares of our common stock equivalent to the value of the common stock interest credited to your account under the respective plan will be voted automatically by the trustee in accordance with your proxy, if the proxy is received by April 13, 2015. Otherwise, the share equivalents credited to your account will be voted by the trustee in the same proportion that it votes share equivalents for which it receives timely instructions from other participants in the respective plan.

***What are our Board's recommendations?***

Our Board of Directors recommends that you vote (i) to elect the nominated slate of directors; (ii) to ratify the appointment of KPMG LLP to audit our 2015 consolidated financial statements; and (iii) to approve, by non-binding vote, the compensation of our Named Executive Officers. Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with this recommendation. The proxy holders will vote in accordance with their own discretion with respect to any other matter that properly comes before the meeting.

**CORPORATE GOVERNANCE**

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

A summary of certain important corporate governance practices follows:

#### **Director Independence**

A majority of our directors must be independent directors under the New York Stock Exchange ( NYSE ) Listed Company Rules. The NYSE Rules provide that no director can qualify as independent unless the Board affirmatively determines that the director has no material relationship with the listed company (either directly or as a partner, material stockholder or officer of an organization that has a relationship with us). In addition to the NYSE Rules regarding independence, our Board has adopted the following standards in determining whether a director has a material relationship with us:

- the individual may not have been an employee of ours or any of our affiliates within the preceding five years;
- the individual may not have within the previous five years been affiliated with or employed by an entity that has served as our auditor within the last five years;
- the individual may not have been part of an interlocking directorate in which one of our executive officers serves on the compensation committee of another corporation that employs such person;
- no immediate family member of the individual may fall within any of the preceding three categories; and
- the individual may not have received any compensation from us within the past year other than for serving as a director.

Based on these independence standards and all of the relevant facts and circumstances, our Board determined that all of our directors are independent with the exception of Shane Fleming, our Chairman, President and CEO. In making this determination, the Board considered the matters reported under Certain Relationships and Related Transactions of this proxy statement.

#### **Standards and Qualifications for Directors**

Our Board has established the following standards for individuals to serve on our Board of Directors:

- 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;
- Directors are required to inform our 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; and
- Directors are not eligible for re-election as a director on or after their 72nd birthday unless the other directors meeting in executive session approve an exception.

Our Governance Committee also considers the diversity of skills and experiences of the Board as a whole. The Committee believes it is desirable that each of the following backgrounds be represented on the Board: an audit committee financial expert; a CEO or former CEO; experience in the aerospace, chemical or other manufacturing industries; experience in safety, health and environmental issues; experience in technology; experience in industrial marketing issues; experience in global business operations; and experience in legal, regulatory and governmental affairs. The primary consideration in determining whether an existing director is qualified to serve on our Board is whether that

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individual meets the standards set forth above and has made an effective contribution to the Board of Directors during the preceding year. The Committee also considers the information summarized in each of the director's individual biographies set forth under Agenda Item 1 below. The Committee particularly noted the following qualifications: Ms. Davis' experience as a chief executive

officer, her experience as a chief financial officer, her status as an audit committee financial expert, her experience in the aerospace industry and her experience as a director of other public companies; Mr. Fernandes' experience as a chief executive officer, his experience as a senior financial officer, his experience in the chemical industry and his experience as a director of other public companies; Mr. Fleming's experience as a Chief Executive Officer of the Company; Mr. Hess' experience as a president of an aerospace company and his experience as a director of another public company; Mr. Hoynes' experience as a senior executive in the pharmaceutical industry and his experience in legal, government and regulatory issues; Mr. Johnson's experience as a senior executive in technology industries, his experience with technology strategy and oversight and his experience as a director of other public companies; Ms. Lowe's experience as a chief financial officer, her status as an audit committee financial expert and her operating experience as head of a manufacturing business; Mr. Powell's experience in investment banking, including mergers and acquisitions, his status as an audit committee financial expert and his experience as a director of other public companies; Mr. Rabaut's experience as a chief executive officer, his status as an audit committee financial expert, his experience in private equity, his experience in the defense and aerospace industries and his experience as a director of other public companies; and Mr. Sharpe's experience as a chief executive officer and his operations experience, including responsibility for safety, health and environmental issues. Based on all of the factors set forth above, the Governance Committee and the Board concluded that each of the directors whose term is expiring at the 2015 annual meeting of stockholders should be nominated to serve for an additional term.

Our Governance Committee typically uses the services of an executive search firm to help it to identify, evaluate and attract the best candidates for nomination as a director. Our Governance Committee will consider nominees recommended by stockholders who submit such recommendations in writing to our Secretary and include the candidate's name, biographical data and qualifications. Stockholders recommending nominees must disclose the stockholder's name and address, class and number of shares of our stock that are owned, the length of such ownership and any relationship between the stockholder and the nominee and all other information required to be submitted with such nomination under the By-laws of the Corporation. Stockholders must also comply with such other procedural requirements as we may establish from time to time. The Governance Committee will review possible nominees for director suggested by stockholders generally in the same manner as those suggested by its retained search firm except that it will also consider the background of the stockholder making the recommendation, the stockholder's reasons for suggesting a candidate and the relations between the stockholder and the suggested candidate.

#### **Principles of Corporate Governance/Committee Charters/Codes of Ethics**

We have published on our website ([www.cytec.com](http://www.cytec.com)) our Principles of Corporate Governance, the charter of each of the Audit, Compensation and Management Development, Safety, Health, Environmental and Technology and Governance Committees of our Board, as well as our Code of Conduct that applies to our directors and all employees, our Code of Ethics for Financial Executives and our Code of Ethics for Senior Executives. Any waiver of, or amendments to, the codes of ethics for directors or executive officers, including the chief executive officer, the chief financial officer and the principal accounting officer, may be approved only by our Board and any such waivers or amendments will be disclosed promptly by us by posting such waivers or amendments on our website. Additionally, the Audit Committee is informed of any waivers of the Code of Conduct for any of our employees. Copies of each of the Principles of Corporate Governance, the Committee charters and the codes of ethics referred to above are also available free of charge by writing to our Secretary, Cytec Industries Inc., Five Garret Mountain Plaza, Woodland Park, New Jersey 07424.

#### **Board Leadership Structure and Role in Risk Oversight**

Shane Fleming has been our Chairman of the Board, President and CEO since January 1, 2009. William P. Powell, Director, Chair of the Governance Committee and Audit Committee Member, has been our Lead Director since April 2013. We anticipate he will serve in this role until April 2016 based on our policy of rotating this position every three years among the chairs of the Audit, Compensation and Governance Committees.

Our independent directors met in executive session without our Chairman or management present at each regularly scheduled Board meeting during 2014. The Lead Director presides over these sessions. The Lead Director is responsible for (i) briefing the Chairman of the Board, as appropriate, following such executive sessions; (ii) presiding at meetings of the Board in the absence or at the request of the Chairman of the Board; (iii) 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 (iv) calling additional meetings of the independent directors as appropriate in the judgment of the Lead Director. The Lead Director is also available, as necessary and appropriate, to communicate with important stockholders and may have such other responsibilities as may be designated by the Board.

The Company believes that combining the roles of Chairman of the Board, President and CEO in one person in combination with a Lead Director is currently the best governance structure for the Company because it promotes unified leadership, timely decision-making and effective management of Company resources, while also providing effective channels for board oversight and feedback from the Board and stockholders.

The Board of Directors reviews management's assessment of material enterprise risks on an annual basis. The assessment covers certain material strategic, operational, financial/economic, political and other risks, the probability and potential impact of the risks as well and mitigating actions in place or planned. In addition, the Board reviews a similar risk assessment specific to any capital or other significant project which requires Board approval.

#### **Stockholder and Interested Party Communications with the Board of Directors**

Stockholders and interested parties may communicate directly to our Board of Directors or all of the non-management directors as a group with regard to Cytec. Any such communication may be mailed to the Cytec Compliance Office, Cytec Industries Inc., Five Garret Mountain Plaza, Woodland Park, New Jersey 07424 or submitted in any other manner described on the Compliance Office page of our web site ([www.cytec.com](http://www.cytec.com)). All such communications shall be promptly reviewed by our Compliance Office and sent to the Board of Directors or all of the non-management directors as a group, as appropriate.

#### **OUR BOARD OF DIRECTORS AND BOARD COMMITTEES**

Our Board of Directors is divided into three classes, the terms of which expire at the annual meetings in the following years:

2015	2016	2017
David P. Hess	Chris A. Davis	Anthony G. Fernandes
Barry C. Johnson	Louis L. Hoynes, Jr.	Shane D. Fleming
Carol P. Lowe	William P. Powell	Raymond P. Sharpe
Thomas W. Rabaut		

The Board of Directors held eight meetings during 2014 and each director attended at least seventy-five percent of the Board and respective committee meetings held while she or he was a director.

#### **Committees of the Board**

To increase its effectiveness and efficiency, our Board of Directors has established four standing committees to which it has delegated substantial responsibilities. The duties and responsibilities of these Committees are set forth in charters which have been approved by our Board of Directors. The charters may be viewed on our website ([www.cytec.com](http://www.cytec.com)). Set forth below is certain information about these Committees.

**Audit Committee.** Our Audit Committee is comprised of Mses. Davis (Chair) and Lowe and Messrs. Powell and Rabaut. The Audit Committee is empowered by the Board of Directors to, among other things, assist in the oversight of our: accounting and financial reporting processes and internal controls and the integrity of our financial statements; annual audit and our internal audit

function; and compliance with legal and regulatory requirements as they may impact our financial statements. The Audit Committee also has direct responsibility for the appointment, compensation, retention and oversight of the work of our independent registered public accounting firm (the auditors).

Our Board has determined that each of the members of the Audit Committee is financially literate, has a basic understanding of finance and accounting, is able to read and understand fundamental financial statements, and is an audit committee financial expert as defined in applicable Securities and Exchange Commission rules. Our Board has also determined that each member of the Audit Committee is an independent director, based on the listing rules of the NYSE listing rules, the exchange on which our shares of common stock are listed, the Securities and Exchange Commission's additional independence requirements for audit committee members, and our Principles of Corporate Governance.

The Audit Committee held six meetings during 2014. The Audit Committee's report on its activities during 2014 appears later in this proxy statement under the caption Audit Committee Report.

**Compensation and Management Development Committee.** Our Compensation and Management Development Committee is comprised of Messrs. Fernandes (Chair), Hess, Hoynes and Rabaut. Each of its members is an independent director based on the independence standards discussed under the heading Director Independence and all of the relevant facts and circumstances. The Compensation Committee's purpose is to review and approve compensation arrangements for our officers other than our CEO and to review and recommend for approval to our Board of Directors the compensation for the CEO. The Compensation Committee also approves the amount of equity awards to be awarded to our non-officers (including assistant officers) (Non-Officers). The Compensation Committee may delegate to our CEO the authority to allocate and award equity grants to Non-Officers up to an amount not to exceed the number approved by our Compensation Committee. This Committee also approves severance and compensation plans for our officers, authorizes incentive compensation and equity-based plans, evaluates our CEO's and other officers' performances against established goals and objectives, makes related recommendations, reviews risks arising from the Company's compensation policies and practices, and reviews and, if appropriate, recommends for inclusion in our proxy statement the Compensation Discussion and Analysis section of the Company's proxy statement. This Committee also reviews succession plans for our CEO and other executive management positions. Our Compensation and Management Development Committee held four meetings during 2014.

**Safety, Health, Environment and Technology Committee.** Our Safety, Health, Environment and Technology Committee is comprised of Ms. Lowe and Messrs. Hess, Johnson and Sharpe (Chair). This Committee reviews, monitors and, as it deems appropriate, advises our Board of Directors with respect to our policies and practices in the areas of occupational health and safety and environmental affairs, research and development of new products and technology and sustainability as it relates to these areas. Our Safety, Health and Environment and Technology Committee held three meetings during 2014.

**Governance Committee.** Our Governance Committee is comprised of Messrs. Fernandes, Hoynes, Johnson, and Powell (Chair). Each of its members is an independent director based on the independence standards discussed under the heading Director Independence and all of the relevant facts and circumstances. This Committee was responsible for developing and recommending to the Board our Principles of Corporate Governance and is responsible for periodically reviewing and recommending changes to such principles. This Committee makes recommendations to the Board on candidates for election to our Board. The Committee also recommends committee assignments for directors and periodically reviews and recommends changes in the compensation of our directors. Our Governance Committee held three meetings during 2014.

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**AUDIT COMMITTEE REPORT**

The Audit Committee's powers and responsibilities, and the qualifications required of each of its members, are set forth in the Audit Committee Charter (the "Charter"). The full text of the Audit Committee Charter may be viewed on the Company's website ([www.cytec.com](http://www.cytec.com)).

*Responsibilities.* This Committee meets periodically with Cytec's auditors, internal auditors and management, including with each in executive session. Management is solely responsible for the consolidated financial statements and the financial reporting process, including the system of internal controls. Management has represented to this Committee and the Board of Directors that the consolidated financial statements discussed below were prepared in accordance with accounting principles generally accepted in the United States of America appropriate in the circumstances and necessarily include some amounts based on management's estimates and judgments and that an evaluation was carried out under the supervision and with the participation of Cytec's Chief Executive Officer and Chief Financial Officer of the effectiveness of Cytec's internal control over financial reporting as of December 31, 2014. Cytec's auditors, KPMG LLP ( "KPMG" ), are responsible for expressing an opinion on the conformity of these financial statements, in all material respects, with accounting principles generally accepted in the United States of America and an opinion on the effectiveness of Cytec's internal control over financial reporting.

*Independence.* This Committee pre-approves all services provided by KPMG and the related fees paid to them including audit and non-audit services, and considers the effect of such services and the related fees on KPMG's independence. Details regarding fees paid to KPMG during the years 2014 and 2013 are set forth in this proxy statement under the caption "Fees Paid to the Auditors." This Committee has concluded that the services provided by KPMG and the compensation therefor are compatible with maintaining KPMG's independence.

*Recommendation.* This Committee reviewed Cytec's audited consolidated financial statements at, and for the year ended, December 31, 2014, and discussed such consolidated financial statements with management and the auditors, and recommended to the Board of Directors that such consolidated financial statements be included in Cytec's Annual Report on Form 10-K for 2014. This recommendation was based on: this Committee's review of the audited consolidated financial statements; discussion of the consolidated financial statements with management; discussion with KPMG of the matters required to be discussed by the Public Company Accounting Oversight Board Auditing Standard No. 16, *Communications with Audit Committees*; discussion with KPMG regarding KPMG's independence as well as other matters including the written material disclosed below; receipt from KPMG of the written disclosures and letter required by the Public Company Accounting Oversight Board Auditing Standard No. 16, *Communications with Audit Committees*; receipt from KPMG of the written disclosures and letter required by Public Company Accounting Oversight Board Auditing Standard No. 5 (*An Audit of Internal Control Over Financial Reporting That is Integrated with an Audit of Financial Statements*); receipt of the document entitled "KPMG-Our System of Quality Controls" and related addendum; and KPMG's confirmation that it would issue its opinions that (i) the consolidated financial statements present fairly, in all material respects, Cytec's financial position and the results of Cytec's operations and cash flows for the periods presented in conformity with accounting principles generally accepted in the United States of America; and (ii) Cytec has maintained effective internal controls over financial reporting as of December 31, 2014, in all material respects.

C.A. Davis, Chair

C.P. Lowe

W.P. Powell

T.W. Rabaut

February 20, 2015

**AGENDA ITEM 1**

**ELECTION OF DIRECTORS**

The Board of Directors believes that each nominee for director and each continuing director is well qualified to serve as a director of Cytec and that the board as a whole possesses the requisite experience, skills and attributes to provide effective oversight of Cytec given its current business and structure. See the section titled, Corporate Governance-Standards and Qualifications for Directors for specific details. In accordance with the recommendation of the Governance Committee, our Board of Directors has nominated each of David P. Hess, Barry C. Johnson, Carol P. Lowe and Thomas W. Rabaut for election as a director for three-year terms ending at the 2018 Annual Meeting of Common Stockholders and until a successor is duly elected and qualified. Each nominee is currently serving as a director. Each nominee has consented to serve if elected. The nominees' biographies, as well as the biographies of the other directors, are set forth below.

**Our Board of Directors unanimously recommends a vote for the election of each of these nominees as directors.**

If at the time of the meeting any of the nominees is not available to serve as director, an event which our Board does not anticipate, the proxies will be voted for a substitute nominee or nominees designated by or at the direction of our Board, unless our Board has taken prior action to reduce the size of the Board.

Cytec's By-laws require that in order to be elected in an uncontested election, a director nominee must receive a majority of the votes cast with respect to such nominee (i.e., the number of shares voted for a director nominee must exceed the number of votes cast against that nominee). If a nominee who is currently serving as a director is not re-elected, Delaware law provides that the director would continue to serve on the Board as a holdover director. Under our By-laws, each director not elected by our stockholders shall tender his or her resignation to the Board. In that situation, our Governance Committee would make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. Such action may include, among other things, reducing the total number of members that sit on our Board within the limitations set forth in our By-laws. The Board would act on the Governance Committee's recommendation and publicly disclose its decision and the rationale behind such decision within 90 days from the date that the election results were certified.

### Board of Directors Membership

Set forth below is certain information concerning the nominees and our other directors whose terms of office will continue after the meeting.

**Chris A. Davis**, age 64, has been our director since April 2000. Ms. Davis was a general partner of Forstmann Little & Co. ( Forstmann ) between 2005 and 2012 and was previously a Special Limited Partner since August 2001. Ms. Davis was Chairman of McLeodUSA ( McLeodUSA ), a telecommunication services provider, from August 2005 until January 2006 and was Chairman and Chief Executive Officer from April 2002 until August 2005. Prior to this, Ms. Davis was Chief Operating and Financial Officer of McLeodUSA from August 2001 until April 2002. Prior to her positions at McLeodUSA, Ms. Davis was Executive Vice President and Chief Financial and Administrative Officer of ONI Systems Corp. from May 2000. From July 1993 through April 2000, Ms. Davis was Executive Vice President and Chief Financial and Administrative Officer and a director of Gulfstream Aerospace Corp. and, upon General Dynamics Corporation's acquisition of Gulfstream in July 1999, a vice president of General Dynamics Corporation. Before joining Gulfstream in 1993, Ms. Davis held numerous financial positions during her 17 year career at General Electric Company. McLeodUSA filed for a prepackaged plan of reorganization under Chapter 11 of the Bankruptcy Code in October 2005 and emerged from bankruptcy protection in January 2006. Ms. Davis currently serves as a director of Rockwell Collins, Inc.

**Anthony G. Fernandes**, age 69, has been our director since July 2002. Mr. Fernandes was Chairman, Chief Executive Officer and President of Philip Services Corporation, an industrial services and integrated metals recovery company, from 1999 to 2002. Prior to joining Philip Services, Mr. Fernandes worked at Atlantic Richfield Company for more than 30 years, including from 1994 to 1999 as Executive Vice President and director. In addition, from 1997 to 1998 he was chairman of ARCO Chemical Co., a publicly traded company owned 80% by Atlantic Richfield. Mr. Fernandes currently serves as a director of ABM Industries Inc., Baker Hughes Corporation, and Black and Veatch.

**Shane D. Fleming**, age 56, became our Chairman of the Board, President and Chief Executive Officer on January 1, 2009. Prior thereto, he was our President and Chief Operating Officer since June 2008. Mr. Fleming joined the Cytec predecessor company in 1983 in the Mining Chemicals group, and over the years held positions of increasing responsibility in the USA, Europe, Australia, and in the Asia Pacific region. Mr. Fleming currently serves as director of Valspar Corporation.

**David P. Hess**, age 59 has been our director since April 2014. Mr. Hess currently serves as Senior Vice President, Aerospace Business Development of United Technologies Corporation, having held that position since January, 2015. Mr. Hess was the President of Pratt & Whitney, a division of United Technologies Corporation, from 2005 to 2014. Prior thereto, he held numerous leadership positions at United Technologies Corporation including President of Hamilton Sundstrand and President of Aerospace Power Systems. Mr. Hess currently serves as a director of RTI International Metals, Inc.

**Louis L. Hoynes, Jr.**, age 79, has been our director since December 1994. Until September 2004, Mr. Hoynes was elected to the Board on an annual basis by the holder of our Series C Preferred Stock. After we redeemed the Series C Preferred Stock in September 2004, Mr. Hoynes' term automatically ended. Our Board then elected Mr. Hoynes to fill a vacancy on our Board. Mr. Hoynes was Executive Vice President and General Counsel of Wyeth until his retirement on July 1, 2003, having served in that capacity since 1990. Prior to that time he was a partner in the law firm of Willkie Farr & Gallagher.

**Barry C. Johnson**, age 71, has been our director since August 2003. Dr. Johnson is retired Dean of the College of Engineering at Villanova University, having served in that position from August 2002 until March 2006. Previously, he served as Chief Technology Officer of Honeywell International Inc. from July 2000 to April 2002. Before that Dr. Johnson served as Corporate Vice President of Motorola, Inc. and Chief Technology Officer for that company's Semiconductor Product Sector. Dr. Johnson currently serves as a director of Rockwell Automation, Inc. and IDEXX Laboratories, Inc.

**Carol P. Lowe**, age 49, has been our director since October 2007. Ms. Lowe currently serves as Senior Vice President and Chief Financial Officer of Sealed Air Corporation, having held that position since June 2012. Previously she was President of Carlisle FoodService Products, a subsidiary of Carlisle Companies Incorporated, a global diversified manufacturing company, and through March 31, 2011, President of Trail King Industries Inc., a subsidiary of Carlisle. Ms. Lowe served as the Vice President and Chief Financial Officer of Carlisle from 2004 until November 2008 and its Treasurer from 2002 through 2004. Prior to joining Carlisle, Ms. Lowe spent eight years at National Gypsum Company where she held various accounting and treasury positions including Treasurer. Preceding that, she spent seven years with Ernst & Young. Ms. Lowe is a Certified Public Accountant.

**William P. Powell**, age 59, has been our director since our formation in December 1993. He is a founding member of 535 Partners LLC., a family office. Until March 2008, Mr. Powell was a Managing Director of Williams Street Advisors LLC, a merchant banking firm, having served in that capacity since May 2001. Prior to Williams Street, he had been Managing Director, Corporate Finance, of UBS Warburg LLC and its predecessor, Dillon, Read & Co. Inc., since January 1991. Mr. Powell currently serves as a director of CONSOL Energy, Inc.

**Thomas W. Rabaut**, age 66, has been our director since February 2007. Mr. Rabaut currently serves as an Operating Executive to the Carlyle Group, a private equity firm. Prior thereto, he was President and Chief Executive Officer of United Defense Industries Inc. and its predecessors from 1994 until June 2005 when it was acquired by BAE Systems PLC. Mr. Rabaut then served as President of the Land & Armaments Group of BAE Systems until his retirement in January 2007. Mr. Rabaut currently serves as a director of Kaman Corporation and Allison Transmission Holdings Inc.

**Raymond P. Sharpe**, age 66, has been our director since April 2005. He has been President and CEO of Isola Group, a privately held manufacturer of base materials for printed circuit boards since June 2004. The principal investor in Isola Group is the Texas Pacific Group. For more than ten years prior thereto, he was CEO of the Cookson Electronics Division of Cookson Group PLC., London, UK. Mr. Sharpe served as Director of Cookson Group PLC from 1995 until 2004 and as a Director of SPS Technologies Inc., a manufacturer of aerospace components, from 1994 until 2004.

**AGENDA ITEM 2**

**RATIFICATION OF THE APPOINTMENT**

**OF THE AUDITORS**

**RESOLVED, that the appointment by our Audit Committee of the firm of KPMG to audit our 2015 consolidated financial statements is hereby ratified.**

Our Audit Committee has selected KPMG as the auditors to perform the audit of our financial statements for 2015. KPMG has audited our consolidated financial statements since our inception in 1993. KPMG has offices or affiliates at or near most of the locations where we operate. KPMG is an independent registered public accounting firm.

Before making its recommendation for appointment, the Audit Committee carefully considered KPMG's qualifications. This consideration included a review of KPMG's performance in prior years, its independence, as well as its reputation for integrity and for competence in the fields of accounting and auditing. Our Audit Committee has expressed its satisfaction with KPMG.

Representatives of KPMG will attend the Annual Meeting and may make a statement if they desire to do so. They will also be available to respond to appropriate stockholder questions.

We are asking our stockholders to ratify the appointment of KPMG as our auditors as a matter of good corporate practice because ratification is not legally required. Even if the appointment is ratified, our Audit Committee in its discretion may select different auditors at any time during the year if it determines that such a change would be in the best interests of our Company and our stockholders.

The affirmative vote of a majority of the shares of our common stock represented in person or by proxy at the Annual Meeting is required to ratify the appointment of our auditors. Because abstentions are deemed to be shares present at the meeting, they will have the same effect as a vote against this matter. If Agenda Item 2 does not pass, the appointment of auditors will be reconsidered by our Audit Committee.

**Our Board of Directors unanimously recommends that stockholders vote for the proposal to ratify the Audit Committee's appointment of KPMG as our independent registered public accounting firm for 2015.**

**FEES PAID TO THE AUDITORS**

**Pre-Approval Policies and Procedures.** Our Audit Committee is required to pre-approve the audit and non-audit services performed by the auditors in order to assure that the provision of such services does not impair the auditors' independence. Our Audit Committee specifically pre-approves all audit fees, audit-related fees, tax service fees and all other fees. Our Audit Committee has delegated authority to the Chair of the Committee to approve any services not exceeding \$50,000 not specifically pre-approved by the Committee provided that disclosure of such services and fees is made to the Audit Committee at the next scheduled meeting following such approval. During the years ended December 31, 2014, and 2013, all services provided by the auditors received specific pre-approval.

In connection with the audit of the 2015 financial statements, we entered into an engagement letter with KPMG which sets forth the terms by which KPMG will perform its audit services.

**Audit Fees.** The aggregate fees billed by KPMG for professional services rendered for the audit of our consolidated financial statements, and related internal control over financial reporting included in Form 10-K, review of the unaudited consolidated financial statements included in our Quarterly Reports on Form 10-Q, and for services that are normally provided by KPMG in connection with statutory and regulatory filings or engagements, including issuance of consents, for the years ended December 31, 2014, and 2013, were approximately \$3.3 million and \$3.3 million, respectively.

**Audit-Related Fees.** The aggregate fees billed by KPMG for professional services rendered for assurance and related services that are not reported above as audit fees but were related to the audit or review of our financial statements, for the years ended December 31, 2014, and 2013, were approximately \$0.2 million and \$0.2 million, respectively.

**Tax Fees.** The aggregate fees billed by KPMG related to professional services rendered in connection with tax audits, international tax compliance, and supporting other tax-related regulatory requirements primarily in the transfer pricing area, and international tax consulting and planning services, for the years ended December 31, 2014, and 2013, were approximately \$0.8 million and \$1.1 million respectively.

**All Other Fees.** We did not utilize KPMG for any other services during the two years ended December 31, 2014.

As advised in the Audit Committee Report, our Audit Committee considered whether, and concluded that, provision of these services is compatible with maintaining KPMG's independence.

**AGENDA ITEM 3**

**ADVISORY VOTE ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS**

The Company seeks your advisory vote on our executive compensation programs giving you, the stockholder, the opportunity to express your approval or withhold approval of the compensation we pay our Named Executive Officers.

Our compensation policies and procedures are designed to support our compensation philosophy and pay competitively, focused on pay for performance with an appropriate balance between risk and reward and are strongly aligned with the long-term interests of our stockholders. As always, the Company and the Committee are committed to the ongoing review of the executive compensation programs and will take action to ensure that these programs continue to support our compensation philosophy and objectives. The Company asks that you support the compensation of our Named Executive Officers as disclosed in the Compensation Discussion and Analysis section below and the accompanying tables contained in this proxy statement. Because your vote is advisory, it will not be binding on the Board or the Company. However, the Board will review the voting results and take them into consideration when making future decisions regarding executive compensation.

**The Board of Directors unanimously recommends a vote for the Company's compensation of our Named Executive Officers as disclosed in the Compensation Discussion and Analysis section and the accompanying compensation tables contained in this proxy statement.**

## CYTEC STOCK OWNERSHIP BY DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth, as of January 31, 2015, the total beneficial ownership of Cytec's Common Stock by Cytec's directors and the five current executive officers named in the Summary Compensation table (see the Executive Compensation portion of this proxy statement):

## Beneficial Stock Ownership of Directors and Executive Officers

Name	Record & Street Name Shares <sup>(1)</sup>	+ Savings Plan Shares <sup>(2)</sup>	+ Deferred Stock Shares <sup>(3)</sup>	+ Stock Option Shares <sup>(4)</sup>	= Total Beneficial Ownership	Percent of Class
W.N. Avrin	30,076	15,224	11,062	214,818	271,180	0.4
C.A. Davis	36,973		24,997		61,970	(5)
D.G. Darazsdi	4,910	226			5,136	(5)
A.G. Fernandes	14,860		44,466	6,000	65,326	(5)
S.D. Fleming	34,544	100,506	158,846	720,370	1,014,266	1.4
D.P. Hess	3,256				3,256	(5)
L.L. Hoynes, Jr	26,238		29,838		56,076	(5)
B.C. Johnson	8,472		22,810	6,000	37,282	(5)
C.P. Lowe	8,734		38,197		46,931	(5)
W.P. Powell	19,212		17,519		36,731	(5)
T.W. Rabaut	36,560		21,337		57,897	(5)
R.P. Sharpe	13,930		42,935		56,865	(5)
R.D. Smith	30,336	62,693	47,287	220,687	361,003	0.5
W.G. Wood	26,102	8,290		92,632	127,024	0.2
<b>All directors and officers as a group (19 persons)</b>	<b>338,364</b>	<b>208,319</b>	<b>468,860</b>	<b>1,442,669</b>	<b>2,458,212</b>	<b>3.5</b>

- (1) Includes for Mr. Fernandes, shares held in family trusts or foundations. Also includes for each of Ms. Davis and Messrs. Johnson, Powell and Sharpe, shares owned jointly with their spouses. Excludes for Mr. Smith, 2,000 shares for which he disclaims beneficial ownership. The total for all directors and officers as a group also includes an additional 520 shares beneficially owned by an officer's ex-spouse.
- (2) Represents the officers' proportionate share of our Common Stock held by the Cytec Employees' Savings Plan and the Cytec Supplemental Savings Plan at January 31, 2015. In the case of Mr. Smith and all directors and officers as a group, also includes shares held in Individual Retirement Accounts. The total for all directors and officers as a group also includes an additional 3,786 shares beneficially owned by an officer's ex-spouse.
- (3) Shares issuable under our 1993 Stock Award and Incentive Plan (the 1993 Plan) following termination of employment or, as to the directors, retirement from the Board of Directors.
- (4) Shares which may be acquired within 60 days through the exercise of stock options, regardless of whether the exercise price is below, at or above the current market price of our common stock. Includes for Mr. Avrin, 78,171 stock options beneficially owned by his ex-spouse. The total for all directors and officers as a group also includes an additional 8,631 shares beneficially owned by an officer's ex-spouse.
- (5) Less than 0.1%  
None of the shares reflected in the stock ownership table have been pledged as security.



**Section 16(a) Beneficial Ownership Reporting Compliance**

Based solely on our review of copies of 137 Forms 3, 4 and 5 received by us, we believe that with respect to 2014 all filings required under section 16(a) of the Securities Exchange Act of 1934 were filed timely, except for Mr. Ferguson's Form 4 that was filed one week late (traded August 15, filed August 25) and Ms. Charles' Form 4 related to an Cytec Employees' Savings Plan trade (traded February 28, 2014, filed December 12, 2014).

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

<b>Title of Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership</b>	<b>Percent of Class<sup>(1)</sup></b>
Common Stock	Franklin Resources, Inc.; Charles B. Johnson; Rupert H. Johnson, Jr.; and Franklin Advisers, Inc. One Franklin Parkway San Mateo, CA 94403	6,036,022 Shares <sup>(2)</sup>	8.5
Common Stock	BlackRock, Inc. 40 East 52nd Street New York, NY 10022	5,428,350 Shares <sup>(3)</sup>	7.6
Common Stock	Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	4,888,017 Shares <sup>(4)</sup>	6.9
Common Stock	T. Rowe Price Associates, Inc. 100 E. Pratt Street Baltimore, MD 21202	4,718,609 Shares <sup>(5)</sup>	6.6
Common Stock	FMR LLC; Edward C. Johnson, 3d; and Abigail P. Johnson 245 Summer Street Boston, MA 02210	4,688,805 Shares <sup>(6)</sup>	6.6

(1) Percent of class based on shares outstanding at January 31, 2015.

(2) The following is based solely on an amended Schedule 13G, filed February 9, 2015 with the SEC by Franklin Resources, Inc.; Charles B. Johnson; Rupert H. Johnson, Jr.; and Franklin Advisers, Inc. which reports beneficial ownership as of December 31, 2014. Charles B. Johnson has (i) sole power to vote or direct the vote as to 0 shares, and (ii) sole power to dispose or direct the disposition of 0 shares. Franklin Resources, Inc. has (i) sole power to vote or direct the vote as to 0 shares, and (ii) sole power to dispose or direct the disposition

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of 0 shares. Rupert H. Johnson, Jr. has (i) sole power to vote or direct the vote as to 852 shares, and (ii) sole power to dispose or direct the disposition of 852 shares; Franklin Templeton Investments Australia has (i) sole power to vote or direct the vote as to 29,000 shares, and (ii) sole power to dispose or direct the disposition of 29,000 shares; Fiduciary Trust Company International has (i) sole power to vote or direct the vote as to 1,528,583 shares, and (ii) sole power to dispose or direct the disposition of 1,578,334 shares; Franklin Advisors, Inc. has (i) sole power to vote or direct the vote as to 4,018,456 shares, and (ii) sole power to dispose or direct the disposition of 4,024,236 shares; Franklin Templeton Institutional has (i) sole power to vote or direct the vote as to 0 shares, and (ii) sole power to dispose or direct the disposition of 340,000 shares; and Fiduciary International, Inc. has (i) sole power to vote or direct the vote as to 63,600 shares, and (ii) sole power to dispose or direct the disposition of 63,600 shares.

- (3) Based solely on an amended Schedule 13G, filed January 26, 2015 with the SEC, which reports beneficial ownership as of December 31, 2014 as (i) sole power to vote or direct the vote as to 4,931,209 shares, and (ii) sole power to dispose or direct the disposition of 5,428,350 shares.
- (4) Based solely on an amended Schedule 13G, filed February 10, 2015 with the SEC, which reports beneficial ownership as of December 31, 2014 as (i) sole power to vote or direct the vote as to 47,414 shares, (ii) sole power to dispose of 4,846,153 shares, and (iii) shared power to dispose of 41,864 shares.
- (5) Based solely on a Schedule 13G, filed February 13, 2015 with the SEC, which reports beneficial ownership as of December 31, 2014 as (i) sole power to vote or direct the vote as to 898,900 shares, (ii) sole power to dispose of 4,718,609 shares, and (iii) shared power to vote or dispose of 0 shares.
- (6) The following is based solely on an amended Schedule 13G, filed February 13, 2015 with the SEC by FMR LLC; Edward C. Johnson 3d; and Abigail P. Johnson which reports beneficial ownership as of December 31, 2014 on behalf of its direct and indirect subsidiaries including FMR Co., Inc.; Pyramis Global Advisors Trust Company; Pyramis Global Advisors, LLC; and Strategic Advisers, Inc. FMR LLC has (i) sole power to vote or direct the vote as to 7,171 shares, and (ii) sole power to dispose or to direct the disposition of 4,688,805 shares; Edward C. Johnson 3<sup>rd</sup> has sole power to dispose or to direct the disposition of 4,688,805 shares; Abigail P. Johnson has sole power to dispose or to direct the disposition of 4,688,805 shares. Neither FMR LLC nor Edward C. Johnson 3d nor Abigail P Johnson has the sole power to vote or direct the voting of the shares owned directly by the various investment companies registered under the Investment Company Act ( Fidelity Funds ) advised by Fidelity Management and Research Company ( FMR Co ), a wholly owned subsidiary of FMR LLC, which power resides with the Fidelity Funds Boards of Trustees. FMR Co carries out the voting of the shares under written guidelines established by the Fidelity Funds Boards of Trustees.

#### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

Under our written Policy on Transactions with Related Person, any related party transaction which would be required to be reported in the Company's annual proxy statement under applicable laws and regulations must be approved in advance by the Governance Committee of our Board of Directors. In considering whether or not to approve such transaction, the Governance Committee shall consider the following factors: (i) is the proposed transaction in the ordinary course of business of the Company and the Related Person; (ii) are any alternate transactions available; (iii) is the transaction on terms at least as favorable to the Company as available from unrelated third parties; (iv) does the transaction pose any more risks to the Company than alternate transactions available from unrelated third parties; and (v) such other factors as the Governance Committee may consider relevant or important to its decision.

There were no transactions during 2014, and there are no currently proposed transactions, involving more than \$120,000 in which Cytec was or is to be a participant and in which any executive officer or director has a direct or indirect material interest other than the compensation arrangements described in this proxy statement.

#### **Other Transactions**

In January 2015, Mr. Hess, one of our directors, was rehired by United Technologies Corporation (collectively with its subsidiaries, UTC ) as Senior Vice President, Aerospace Business Development, although he is not a corporate officer of UTC. During 2014, UTC purchased approximately \$8 million of goods from the Company. The Long Term Agreement under which the majority of such purchases were made expired at the end of 2014 and was extended in the ordinary course of business in early 2015 for an additional year. Mr. Hess was not responsible for or involved with the negotiation of the extension of the Long Term Agreement. The Governance Committee reviewed the business between the Company and UTC and determined that it is not material to UTC and does not present a conflict of interest or otherwise impair the independence of Mr. Hess or his ability to render independent judgment under the Corporate Governance Listing Standards of the NYSE and the Company's director independence standards.

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## EXECUTIVE COMPENSATION

### COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis ( CD&A ) provides an overview of our executive compensation program including our philosophy, key program elements, the 2014 decisions made under the program and the factors that were considered in making those decisions. The commentary in the CD&A is intended to facilitate an understanding of the data found in the accompanying compensation tables.

All of our executive officers participate in our Executive Compensation Program described in this CD&A, however, for the purposes of this CD&A, we specifically analyze and discuss the total compensation for our Named Executive Officers listed below.

Shane D. Fleming, Chairman of the Board, President and Chief Executive Officer

Daniel G. Darazsdi, Vice President and Chief Financial Officer

Roy D. Smith, Vice President, General Counsel and Corporate Secretary

William N. Avrin, Vice President, Corporate and Business Development and President, Industrial Materials

William G. Wood, President, Aerospace Materials

David M. Drillock, retired Vice President and Chief Financial Officer

Although Mr. Drillock retired from the Company on October 31, 2014, we are required to discuss his compensation as he served as our principal financial officer until August 4, 2014.

Our executive compensation program is intended to drive results, recognize contributions to the success of our Company and retain leadership talent. Our executive officers have shown solid leadership in improving the Company's business portfolio and financial position and are committed to providing long-term financial strength and sustainability for our stockholders.

#### **I. Highlights for fiscal year 2014 Financial and Business Performance**

- Our total revenues in fiscal 2014 were \$2.0 billion, a 3.76% increase over 2013, and our as-adjusted continuing operating margin increased to 16.0% from 15.1% in 2013.
- Our fiscal 2014 adjusted earnings per share ( EPS ) from continuing operations, as defined under the heading 2014 Executive Compensation Decisions 2014 Annual Incentive Plan below, was \$2.96, a 23.3% increase over the prior period.
- Our one-year and three-year total stockholder return is 0% and 110.7% respectively.
- We celebrated the mechanical completion of the two largest capital expansions in the history of the company: a new manufacturing train at our facility near Niagara Falls, Canada, doubling the capacity of our Phosphine products used in mining and adjacent markets, and a new Carbon Fiber line at our Greenville, South Carolina plant doubling our capacity for this important raw material to support composite growth in Aerospace Materials.

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We were selected as the preferred advanced materials supplier for the Leading Edge Aviation Propulsion ( LEAP ) high-bypass turbofan engine program by CFM International.

- We contributed \$6.2 million to our global pension funds in 2014 and at the end of 2014 our pension plans were approximately 94% funded.
- We issued \$250 million of new ten-year 3.95% senior unsecured Notes and applied the net proceeds to redeem higher cost debt resulting in a reduction of our annual interest costs and an improved debt maturity profile.

- We returned value to our stockholders through a 100% increase in our quarterly cash dividend and stock repurchases of \$50 million in 2014.
- We continued our focus on safety, health and environmental improvements across the Company. Following our world class performance in 2013, we achieved an annual Recordable Injury Frequency rate of 0.95 as compared to our target of 0.90 for the year. Over 1,500 employees participated in the Global Corporate Challenge health initiative walking over 743,291 miles.

#### **Executive Compensation**

- We provide our stockholders with the opportunity to cast an annual advisory vote on executive compensation (a say-on-pay proposal) and consider the results of the vote and the views of our stockholders received in connection with the vote each year when making future compensation decisions for the Named Executive Officers. Our 2014 say-on-pay proposal returned a 96.09% vote for our executive compensation programs. No changes were made to our compensation programs as a result of the say-on-pay proposal vote in 2014.
- We emphasize pay for performance in determining an executive officer's compensation including individual, business unit or function and overall company performance. In demonstration of our pay for performance commitment, 65% to 80% of our executive officers' target compensation is dependent on specific performance goals or the price of our stock, with inclusion of our time-based restricted stock units.
- Our compensation package is a mix of short- and long-term focused compensation with a substantial linkage to stock performance. We use a balance of growth and return measures, relative and absolute, in our performance plans that align with our business strategy and incorporate challenging levels of year-over-year improvement.
- We benchmark industry peers as well as general manufacturing companies to ensure our pay programs are competitive in attracting, motivating and retaining the diversified, quality talent necessary for our business.
- We incorporate the use of tally sheets into our annual executive officer compensation planning review.
- We require all executive officers to maintain stock ownership in the Company as a multiple of base salary. Executive officers are prohibited from hedging against the economic risk of this ownership.
- We do not allow re-pricing or exchange of equity awards without stockholder approval.
- We conduct a risk assessment on all compensation programs annually.
- We offer very limited perquisites to our executive officers and we do not provide tax gross-ups on perquisites except in connection with our general employee relocation policy.
- We have discontinued our Compensation Taxation Equalization Plan, which provides for change-in-control excise tax gross-up payments, for new participants effective January 1, 2012 and have grandfathered the then existing executive officers in the Plan for 5 years, ending December 31, 2016.

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- We have a double-trigger acceleration on all equity grants made on or after January 1, 2012, which includes termination upon a change in control.
- We have adopted a recoupment policy to recover performance-based and equity compensation in the event a financial restatement becomes necessary as a result of errors, omissions or fraud.
- All of our performance plans dependent on financial measures are intended to be compliant with section 162(m) of the Internal Revenue Code of 1986 ( IRC ).

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## Changes to Compensation Programs for 2015

For the 2015 annual incentive plan, the adjusted EPS target for par payout is \$3.20. The adjusted EPS target was set in January and is not necessarily indicative of the results the Company anticipates for the year. The adjusted EPS targets are not, and should not be, construed as EPS guidance.

## II. Executive Compensation Program Fundamentals Roles and Responsibilities

The Compensation and Management Development Committee The Compensation and Management Development Committee of the Company's Board of Directors (referred to as Committee in this CD&A) is responsible for reviewing and approving all compensation arrangements and policies for all of our executive officers other than the CEO, and for reviewing and recommending to the independent directors of the Board, compensation arrangements for the CEO. The Committee meets at least three times annually and met four times in 2014. At a minimum, the Committee determines (a) the amount of salary adjustments, annual incentives and long-term incentives ( LTI ) awarded to executive officers; (b) the criteria for achieving annual and long-term incentive awards; and (c) whether the conditions for the payment of past awards have been met. The Committee solicits and receives feedback from the Board of Directors' Committee Chairs on the officers' performance as a whole against non-financial goals and the full Board for the individual performance of the CEO. To the extent these matters relate to compensation paid to the CEO, they are also approved or ratified by the independent directors of the Board. The Committee periodically reviews all of the elements of our executive compensation program to make sure they are in line with our business strategy, regulatory requirements, stockholder interests and that they remain competitive in light of changing trends, practices and market conditions and do not encourage excessive risk taking. The Committee also evaluates its own performance annually.

The Committee's Independent Consultant Each year the Committee retains an independent compensation consultant to provide expertise and guidance on executive compensation program design, market conditions, trends, regulatory requirements and best practices. The independent consultant participates in Committee meetings and is accountable to the Committee. The consultant reviews and provides objective perspectives on all proposals regarding executive compensation presented to the Committee and identifies any issues or concerns.

As part of the 2014 annual executive compensation review, the Committee retained Frederic W. Cook & Company, Inc. ( FWCook ) as their independent executive compensation consultant. To assist the Committee with compensation decisions regarding fiscal year 2014, FWCook provided the Committee with an analysis on executive compensation market trends, best practices, regulatory requirements, long-term incentive trends and a comprehensive competitive review of each of our executive officers' total direct compensation. FWCook does not provide any other services to the Company and has not had any prior relationship with any of our executive officers.

In compliance with the U.S. Securities and Exchange Commission ( SEC ) and the New York Stock Exchange ( NYSE ) disclosure requirements regarding the independence of compensation consultants, FWCook provided the Compensation Committee with a letter addressing each of the six independence factors. Their responses affirm the independence of FWCook and their partners, consultants, and employees who service the Compensation Committee on executive compensation matters and governance issues.

The Committee and Management Each year, the Committee's independent compensation consultant provides competitive compensation data and information to the Committee and reviews this data against our current officer compensation with the Committee. Based on feedback from the Committee regarding the competitive compensation data and the CEO's view of each executive officer's performance, the CEO, the Vice

President, Human Resources and the Director, Executive Compensation recommend annual salary adjustments, annual incentive targets and annual grants of long-term incentives for each executive officer, other than the CEO. The Committee reviews these recommendations along with the competitive benchmark data, and determines the final annual salary adjustments, annual incentive targets and annual grants of long-term incentive awards for all executive officers, other than the CEO. The Committee reviews competitive benchmark data for the CEO and the performance of the CEO and makes recommendations on the CEO's salary and incentive awards to the independent directors of the Board. The independent directors discuss these recommendations, revise them if appropriate, and then determine the final salary adjustment, annual incentive target and annual grants of long-term incentive awards for the CEO. Except as described above, the CEO does not participate in this process. The CEO, the Vice President, Human Resources and the Director, Executive Compensation also review policies and plans that impact executive compensation and benefits and make appropriate recommendations regarding these policies and plans to the Committee based on market competitiveness, best practice and good corporate governance.

### **Executive Compensation Program Philosophy**

The design of our executive compensation program is intended to align with the Company's short-term business objectives and long-term business strategy and to pay appropriately for the level of performance achieved. This is evident in the mix of pay elements, the percent of at-risk pay and the actual pay that is used to compensate our executive officers.

We have a long-standing pay for performance philosophy. A number of performance factors are considered in determining an executive officer's compensation including individual performance, performance of the business unit or function under his or her leadership and the Company's overall performance. In demonstration of our pay for performance commitment to stockholders, employees and other stakeholders, 65% to 80% of our executive officers' target compensation is dependent on specific performance goals or the price of our stock, with inclusion of our time-based restricted stock awards. We design our executive compensation program to drive results, to recognize contributions to the success of the company, and to retain leadership talent.

The Committee targets total direct compensation at a competitive level consisting of base salaries at 5% below the median of a competitive benchmark, annual incentives as a percentage of base salary at the median of a competitive benchmark, and long-term incentives at the 62.5 percentile of a competitive benchmark for each executive officer. The Committee believes this compensation philosophy limits fixed costs and emphasizes long-term financial results that will enhance the value of the Company's stock over time and that this compensation structure and the performance metrics utilized in determining incentive payments are likely to result in our executives earning above median compensation over the longer term only when stockholders are also enjoying positive returns on their investments. We place more weight on both performance-based compensation and long-term compensation for those executive officer positions with the broadest scope, primarily our CEO.

### **Executive Compensation Program Objectives**

The key objectives of our executive compensation program are to:

- *Pay for Performance* A significant portion of executive compensation is allocated in long and short-term incentive pay which is dependent on the achievement of pre-established goals that are critical to our long-term business strategies and short-term business objectives. Pay for performance encourages our executive officers to make prudent decisions based on these pre-established goals in relationship to dynamic market changes and its implications. Pay opportunity is higher for goals that are exceeded, and pay is at-risk for goals that are not achieved or partially achieved.

*Align our Executives' Financial Interests with our Stockholders' Interests* By linking a significant portion of executive pay opportunity to the performance of the Company's stock price and emphasizing stock ownership through mandated requirements, we incentivize our executive officers to remain focused on the financial health of the Company and total stockholder return over the long-term.

*Pay Competitively* Executive pay for all total direct compensation elements is set within an equitable market range based on competitive benchmarking, enabling the Company to retain highly competent, performance-oriented executives and to attract well-qualified industry talent. Providing a competitive pay program to our executive officers encourages sustained individual performance.

### **Executive Compensation Elements**

*Total Direct Compensation:* Our executive total direct compensation program has three basic elements: (i) base salary, (ii) annual incentives, and (iii) long-term incentives.

*Base Salary:* The objective of base salary is to provide fixed compensation to executive officers for the performance of their core job responsibilities and duties. Annual base salary is a total direct compensation component that is not at-risk for our executives. Adjustments to base salaries are considered by the Committee annually based on an executive's performance over the prior year, the overall salary budget for the U.S. and market competitive benchmark data.

*Annual Incentive:* The objectives of our annual incentive plan are to reinforce annual priorities and to motivate executive officers to achieve the financial and operational performance goals that are important for the Company's performance in the short-term. The annual incentive plan for executive officers is based on the achievement of financial metrics and strategic non-financial key objectives. The Committee determines the measures and sets the target performance goals for receiving an award typically in the beginning of the relevant performance period.

Each Named Executive Officer is or was a member of our Executive Leadership Team. The Committee does not focus solely on specific objectives within each of the executive officer's area of responsibility, but expects each executive officer to contribute to the Company's overall success as a member of the executive team. At the end of each performance year, the Executive Leadership Team collectively assesses its achievement of business non-financial objectives and determines a percentage of target earned on this component of the annual incentive calculation. The CEO presents this assessment to the Committee for its consideration in determining the achievement factor for non-financial objectives for all executive officers, including the CEO. The Committee also reviews the corporate and business financial achievements against the targets for the year, which, together with the non-financial component, determines the combined full incentive amount for our corporate and business officers. The payout amounts under the annual cash incentive plan and all other compensation for the CEO are subject to approval by the independent directors of the Board.

*Long-Term Incentives:* The objectives of our long-term incentive plan are to encourage long-term strategic decision making that is aligned with the best interests of our stockholders, focus the efforts of executive officers on multi-year results and long-term sustained performance, and to maintain a substantial portion of compensation in long-term vehicles.

Our LTI plan consists of a combination of stock options, time-based restricted stock units and a performance cash plan dependent upon the achievement of pre-established goals over a three year period. The Committee believes this mix of LTI awards better aligns executive and stockholder interests in a volatile market, enhances executive retention, and enables the Company to offer competitive compensation packages.

### **Indirect Executive Compensation**

To remain competitive in attracting and retaining high level talent, we maintain indirect compensation programs in each respective country for our employees, including executive officers. In the U.S., subject to basic

eligibility requirements, our broad-based plans generally include health and welfare benefits and qualified and non-qualified savings plans. We also offer our executive officers benefits under our executive plans including retirement, deferred compensation and post-employment arrangements as described below. We periodically review the competitiveness of our executive plans against our industry peers and recommend plan modifications to the Committee when appropriate.

*Perquisites:* We provide limited perquisites to our executive officers generally consisting of executive physicals and financial counseling/tax preparation. We offer executive physicals to further promote our broad-based health and wellness initiatives. We provide financial counseling and tax preparation services to maximize the value of all of our benefit plans for the executive and the Company and by delegating personal finance, enable greater time efficiency and fewer distractions from corporate responsibilities. The reportable value of perquisites provided to the Named Executive Officers in 2014 are set forth in column (i) of the Summary Compensation Table and where the perquisites were valued at \$10,000 or more, they are generally described in the corresponding footnotes.

*Relocation and Expatriation Packages:* We have an international mobility policy, which includes programs, procedures and processes for long-term assignments, short-term or limited duration assignments and permanent relocation. These policies cover the various aspects of moving, compensation and reimbursement methods and are designed to strike a balance between the costs in the employee's home country and costs of the new location. For the duration of the assignment, the relocated employee continues to follow as much as possible the home location compensation rules and benefit schedules. This approach facilitates the reintegration process at the conclusion of the assignment. We compare compensation and living expenses to norms and make adjustments or allowances for such factors as sale of home, differences in housing and living costs and differing tax structures.

*Retirement Plans:* We have historically provided market competitive retirement plans to our executive officers. We froze benefits under our defined benefit plan applicable to all non-bargaining employees in the U.S. in 2007 and, in lieu thereof, enhanced benefits under our defined contribution plan. Our executive officers in the U.S. currently participate in the same Cytec Employees' Savings Plan and Cytec Supplemental Savings Plan, as other non-bargaining employees in the U.S. (subject to basic eligibility requirements).

Benefits under our Executive Supplemental Employee Retirement Plan (ESERP) are available only to persons first elected as an officer before April 1, 2007 (Eligible Officers). All Eligible Officers are entitled to certain death and disability benefits under this Plan. In the event of a change in control of Cytec, all Eligible Officers will automatically become full members of this Plan. Additionally, the Company expects that all Eligible Officers will be elected as full members of the ESERP shortly after their 55th or 59th birthday, depending on when they first were elected as an officer, and the Company accrues for Plan liabilities based on this expectation. Officers who were first elected as an officer after April 2007 are not eligible for election to or benefits under the ESERP. Actual election to membership in the ESERP is at the discretion of the Committee. The ESERP was intended to provide equivalent benefits as were or would have been available to officers under the prior parent company and to encourage the transition of executive management at an earlier retirement age by providing a benefit equal to up to five years of retirement income credits under our other defined benefit pension plans. The current estimated values of these plans are set forth in column (d) of the Pension Benefits table and general descriptions of the plans are provided in the corresponding footnotes.

### **Deferred Compensation Arrangements**

*Deferred Stock Awards:* Under Cytec's 1993 Stock Award and Incentive Plan, the Compensation Committee may grant deferred stock awards (Deferred Stock Awards). The Committee has generally granted Deferred Stock Awards at an executive officer's request in lieu of performance stock awards or restricted stock awards that would otherwise vest. Deferred Stock Awards are phantom shares of Cytec stock that accrue dividends in the form of additional shares of Deferred Stock Awards. The Deferred Stock Awards are paid in the form of an equivalent number of shares of Cytec stock after an executive retires.

*Deferred Compensation Plan:* Under this Plan, an executive officer may elect to defer any compensation in excess of \$1 million per year to the extent it would be a non-deductible expense for the Company as a result of IRC section 162(m).

The current estimated values of the Named Executive Officer's non-qualified deferred compensation are set forth in the Non-Qualified Deferred Compensation table.

### **Separation and Change in Control Arrangements**

*Executive Income Continuity Plan:* All executive officers are automatically members of this Plan. This Plan is intended to help retain the services of our executive officers and to reinforce and encourage the continuing attention, dedication and loyalty of these executives without the distraction or concern over the possibility of involuntary or constructive termination of employment resulting from unforeseen developments, by providing income continuity for a limited period. This Plan provides that members will receive a benefit on termination of their employment unless such termination is (i) on account of death, disability or retirement, (ii) by the Company for Cause, or (iii) by the member without Good Reason (as defined in the Plan). Generally, Good Reason for termination by a member involves a reduction in compensation or other action by the Company inconsistent with the member's status unless such action is uniformly applied to all executive officers. The benefit payable is one time annual base salary and bonus or, if the termination occurs after a change in control, three times annual base salary and bonus, subject to some exceptions. The Plan also provides for certain miscellaneous payments, including relocation payments, certain legal fees, and expenses incurred in seeking new employment.

The Committee believes the Executive Income Continuity Plan addresses the risk of an executive losing his or her job, particularly during periods of uncertainty, in a manner that allows the executive to remain focused on the Company's interests. The Committee further believes that the Plan meets specific concerns of executives that are not addressed by other elements of the compensation package.

*1993 Stock Award and Incentive Plan:* Unvested performance awards and restricted stock units and unexercised stock options held by an executive officer who voluntarily terminates employment with the Company, other than to retire, are immediately forfeited. Executive officers who retire typically retain a pro-rata portion of any unvested performance awards, which then continue to vest in accordance with their terms and the satisfaction of applicable performance conditions. Options and restricted stock units issued to a retiree more than eight months prior to the retirement date will continue to vest according to the original schedule and, in the case of options, remain exercisable until one year after the last un-cancelled grant fully vests.

We have revised our long-term equity award plans to include a double-trigger for all awards granted after January 1, 2012. The double trigger requires both a termination of employment and a change in control to trigger accelerated vesting of equity awards.

*Compensation Taxation Equalization Plan:* This Plan provides that we will reimburse any employee, executive officer or director for any excise tax imposed by IRC section 4999 on compensatory payments defined as an excess parachute payment under IRC section 280G, plus all other taxes imposed on the reimbursement. This Plan was restated effective January 31, 2012 to provide that the Plan shall only apply to executive officers who were elected as such prior to January 31, 2012, and that the Plan will expire for all participants on December 31, 2016.

All potential payments upon separation from the Company are provided in the Potential Payments upon Termination or Change in Control table and are generally described in the corresponding footnotes.

### **III. 2014 Executive Compensation Decisions Competitive Benchmarking**

The Compensation Committee relies on benchmark compensation data to assist in determining appropriate target base pay, target annual incentives as a percentage of base pay and target long-term incentives for each executive officer. For the 2014 compensation cycle, the Committee's independent consultant developed

competitive benchmarks using a Primary Comparator Group consisting of chemical/aerospace companies with \$1-5 billion in revenue from Towers Watson's (Towers') Executive Compensation Database and a Secondary Comparator Group consisting of general manufacturing companies with \$1-5 billion in revenue from Towers' Executive Compensation Database. The chemical/aerospace and general manufacturing companies included in Towers' database vary from year to year. The companies included in the Primary and Secondary Comparator Groups for 2014 are listed in Exhibit A. In 2010, the Committee, in consultation with its consultant, established a 15% premium added to the benchmark data for the combined VP, Corporate and Business Development and President, Cytec Industrial Materials position to reflect the broader scope in responsibility for this position within Cytec, including various strategic enterprise initiatives and the Committee has continued this practice through 2014.

In 2013, the Committee established a new Peer Group of companies in the chemical, aerospace and materials sector based on recommendations by management and the Committee's compensation consultant. The new Peer Group is more closely aligned with our post divestiture revenue size and weighted more heavily towards aerospace and industrial growth companies in line with our current business portfolio. The Committee uses the Peer Group companies to benchmark compensation practices and policies and to measure relative total stockholder return as a component in our performance cash plan. The Committee also considers compensation data from the Peer Group to the extent it is publicly available. For 2014, the Committee determined to remove Precision Castparts Corporation from our 2013 stated Peer Group because of the company's significantly larger revenue size. The companies included in the 2013 Peer Group are listed in Exhibit A.

#### **2014 Pay Opportunity**

In determining levels of compensation opportunity for each executive officer for 2014, the Committee considered market competitive compensation data provided by its independent consultant, as well as each individual officer's job scope, experience, value to the organization, sustained individual performance, and internal equity.

#### **2014 Target Total Direct Compensation Mix**

To support our pay for performance philosophy, the mix of total direct compensation elements for executive officers, and especially the CEO, was more heavily leveraged toward variable, performance-based compensation. The Committee determined that the CEO should have greater emphasis on variable compensation than all other executive officers because his leadership has a greater influence on the performance of the Company. The 2014 compensation elements and their approximate weightings that comprise the target total direct compensation opportunity for executive officers were:

#### **2014 Base Salary**

Effective January 1, 2014, all of our Named Executive Officers received an increase in base salary of 3.0%, with the exception of Mr. Fleming, based on individual 2013 performance, market competitiveness, retention and internal equity in accordance with our general U.S. 2014 salary adjustment budget of 3.0%. The

Committee recommended to the Board and the Board had determined to increase Mr. Fleming's base salary by 6.02% based on performance and to align with the competitive market. The January 1, 2014 salary increases for the Named Executive Officers were:

Name	Base Salary increase effective 1/1/2014	2014 Base Salary
S. D. Fleming	6.02%	\$ 950,000
D. G. Darazsdi (hired August 4, 2014)		\$ 470,000
R. D. Smith	3.00%	\$ 412,526
W. N. Avrin	3.00%	\$ 410,786
W. G. Wood	3.00%	\$ 363,690
D. M. Drillock	3.00%	\$ 468,201

#### 2014 Annual Incentive Plan

Individual executive officer incentive opportunity as a percent of base salary and the annual incentive plan design, including the metrics used and the achievement goals determined for threshold, target and stretch, were set in January, 2014.

Annual incentive targets as a percent of base salary were set by the Compensation Committee for 2014 in consideration of internal parity, retention and Cytec's stated philosophy to align with the competitive market median. The Compensation Committee recommended to the Board and the Board determined that a 5% increase to the annual incentive target percent of base salary over the 2013 target percent was appropriate for Mr. Fleming for the 2014 performance year. Each Named Executive Officer's annual incentive target opportunity as a percent of base salary for the 2014 performance year is shown below:

Name	2014 Annual Incentive Opportunity as a % of Paid Base Salary
S. D. Fleming	105%
D. G. Darazsdi	70%
R. D. Smith	65%
W. N. Avrin	60%
W. G. Wood	60%
D. M. Drillock	70%

The 2014 annual incentive plan for corporate executive officers, as determined by the Committee, was based on the achievement of pre-determined targets for adjusted EPS weighted at 70%, strategic non-financial corporate objectives weighted at 30% and a net working capital multiplier of .9 to 1.1 against the overall achievement, based on the average change in days of working capital from the prior year, designed to encourage improvement in net working capital. The annual incentive plan for the business unit executive officers was based 50% on achievement of the business unit earnings before interest and taxes ( EBIT ) target, 20% on achievement of the corporate adjusted EPS target, 20% on achievement of strategic non-financial business unit objectives, 10% on achievement of the strategic non-financial corporate objectives and the net working capital multiplier .9 to 1.1 against the overall achievement. Mr. Avrin's annual incentive plan is weighted 75% on the Corporate Officer Plan and 25% on the Industrial Materials Business Unit Plan, in alignment with dual corporate and business unit responsibilities. The Committee believed this design and these measures would incentivize our officers to increase the performance of the business and the long-term value of the Company. All of our annual incentive plans are subject to a 200% cap on the payout.

Plan	2014 Annual Incentive Plan				Total
	Financial Goals		Non-Financial Goals		
	Corporate EPS	Business Unit EBIT	Corporate	Business Unit	
Corporate Officers	70%		30%		100%
Business Unit Officers	20%	50%	10%	20%	100%
Corporate and Business Development/ Industrial Materials Officer	75% Corporate Plan/25% Business Unit Plan				

Working Capital Multiplier of .90 to 1.10

will be multiplied by the overall achievement factor as stated below, from 2013 year-end average of 86 days:

Greater than 8 days improvement = 1.10

5-8 days improvement = 1.05

0-4 days improvement = 1.00

1-5 day reversion = .95

Greater than 5 days reversion = .90

All

\* All Plan payouts are capped at 200% of individual target amount.

The Committee determined increased earnings to be one of the most important measures for 2014 to reinforce the Company's financial health and stockholder value. Adjusted EPS is a non-GAAP financial measure that is calculated by excluding special items, which are discussed as special items in our quarterly earnings releases, such as restructurings, asset impairments and gains on sales of assets, among other items. The Committee set the adjusted EPS and EBIT par target goals as part of the 2014 annual budgeting process based on the expected improved performance over 2013 and to align with our annual business plan. A threshold level for any payout was set at 80% of the par target for adjusted EPS and EBIT and the target achievement level for maximum payout was set at 120% of the par target.

The Committee believed, as in prior years, it was important to have a component in the annual incentive plan that measured cash delivery to guarantee quality earnings, maintain a healthy balance sheet and support the funding of future growth and capital projects. For the 2014 performance year, the Committee included for the net working capital goal a negative and positive multiplier against the overall performance achievement to encourage maintenance and improvement on the number of working capital days in 2013. Net working capital was defined as the number of days of trade receivables outstanding plus the number of days inventory supply on hand less the number of days of trade payables outstanding.

The adjusted EPS goals for the 2014 annual incentive plan are illustrated below.

Measure	2014 Annual Incentive Plan Targets*		
	Minimum 0% Payout	Target 100% Payout	Maximum 200% Payout
Adjusted Earnings Per Share	\$ 2.28	\$ 2.85	\$ 3.42
Net Working Capital (from 2013 year-end average)	Greater than 8 days improvement = 1.10		
	5-8 day improvement = 1.05		
	0-4 days improvement = 1.0		
	1-5 days reversion = .95		
	Greater than 5 days reversion = .90		

\* The targets above were set in Q1 of 2014 and adjusted as a result of the 2:1 stock split on September 17, 2014.

The Committee set the non-financial objectives portion of the 2014 annual incentive plan based on input from management and the Board on critical business priorities for the year in key areas of focus for business plan success and stockholder value. The non-financial objectives the Committee set for 2014 were intended to strengthen focus on executing the Company's strategy for growth and also includes safety, innovation, profitable revenue generation, operational improvements, and compliance.

The annual incentive award paid can range from 0% to 200% of the target amount based on achievement of these pre-established goals. The metrics, weightings and established goals that align with the business plan and the performance threshold/maximum payout opportunity allows us to manage the self-funding aspect of the plan and limit risk for the company.

#### 2014 Long-Term Incentive Awards

The Committee grants long-term incentives to executive officers annually. The values of long-term incentives granted to our Named Executive Officers in 2014 were above 2013 levels with increases in value ranging from 2.3% to 2.9%. The Committee determined that these increases were consistent with market competitive trends and the Company's desire for executive officers compensation packages to weigh more heavily in long-term incentives, in alignment with the Company's long-term profitable growth strategy. The Committee recommended to the Board and the Board determined to increase our CEO's 2014 long-term incentive package 2.9% from 2013.

The Committee uses a portfolio of long-term incentives to:

- Focus the efforts of our executive officers on multi-year results and long-term sustained company performance;
- Encourage long-term strategic decision-making that is aligned with the best interests of our stockholders;
- Maintain a substantial portion of executive total direct compensation in variable or at-risk pay;
- Recognize long-term individual achievements and demonstrated future potential for success by providing long-term value and wealth accumulation; and
- Enable the Company to remain competitive with our peer companies and the general market for key talent.

Long-term incentives granted in 2014 were comprised approximately 35% by value in non-qualified stock options, 50% by value in performance cash and 15% by value in time-based restricted stock units for the CEO and approximately 45% by value in non-qualified stock options, 40% by value in performance cash and 15% by value in time-based restricted stock units for all other officers as shown below. Target opportunity and grant date fair value amounts are shown in the Grants of Plan Based Awards table.



\* Mix shown is for Mr. Darazsdi. Not included is a one-time Restricted Stock grant Mr. Darazsdi received upon hire.

\*\* All Other NEOs are averaged.

*Stock Options:* The stock options vest in equal installments on the first three anniversaries of the date of the grant and expire ten years from date of grant. The exercise price of stock options is equal to the closing price of Cytec common stock on the date of the grant. The Committee believes that grants of stock options closely align executives' interests with those of our stockholders because the stock options have value only if the price of the Cytec common stock increases. The Committee determined the number of stock options based on the total LTI value percentage and in accordance with the fair value of each option calculated using a binomial-lattice option valuation model and the closing price of Cytec common stock on the date of grant.

*Restricted Stock Units:* The time-based RSUs will vest 100% after three years and are payable in shares of Cytec common stock. The Committee believes that time-based RSUs strengthen commitment, motivation and retention during periods of unpredictable fluctuations in the stock market and general economy and also aligns executive officers' interests with stockholders. The Committee determined the number of RSUs based on the total LTI value percentage and the closing price of Cytec common stock on the date of grant discounted for the value of any dividends that are expected to be declared prior to the vesting date.

*Performance Cash Plan:* The performance cash component of the long-term incentive award granted in January, 2014 for the three-year performance period 2014-2016 is based 30% on achievement of target adjusted EPS in 2016, 40% on achievement of target Return on Investment Capital ( ROIC ) in 2016, and 30% achievement of Relative Total Stockholder Return ( R-TSR ) against Cytec's stated Peer Companies in 2014, 2015 and 2016. The Committee believes that three years is an appropriate period of time over which to provide our executive officers an incentive to improve the medium-term performance of the Company. The Committee has determined that the use of adjusted EPS in both the annual incentive plan and the three-year performance cash plan is appropriate to encourage short-term business plan execution while at the same time managing growth and profitable revenue as well as focus on long-term business decisions, asset management and value creation.

The target for adjusted EPS for the performance period ending 2016 was set at the amount that represents 10% compounded annual growth over three years from actual adjusted EPS for 2013. ROIC measures the economic returns on invested capital, linking the executive to stockholder value creation. The target for ROIC for the period ending 2016 was determined by the Committee based on the projected EPS growth as defined above, projected 2016 after tax earnings and a two-year average debt plus equity. The threshold and maximum payout goals for the adjusted EPS and ROIC components of the performance cash plan were based on 5% and 15% growth in adjusted EPS, respectively. Payout ranges from 50% for threshold target achievement for both the adjusted EPS and ROIC measure to 200% for maximum goal achievement.

The R-TSR component of the 2014-2016 performance cash plan is measured against the companies in the 2013 stated Peer Group in each year of the three-year performance period, weighted at 10% in each year for a total of 30% of the Plan. The payout at the end of the three-year performance period is the sum of the payout results for this metric achieved in each of the three years. This method of calculation gives equal recognition for performance in each year.

The 2013 stated Peer Group used for relative measures in our 2014-2016 performance cash plan may be re-stated over the three-year period as necessary due to acquisition, bankruptcy, tender offer or other similar material change of any of the companies in the Peer Group. Payout in each year of the three-year performance period for the R-TSR measure ranges from 30% for threshold target achievement of above the 25<sup>th</sup> percentile to 200% for achievement above the 75<sup>th</sup> percentile of performance against peers. There will be no payout for below the 25<sup>th</sup> percentile performance against the Peer Group for that year.

The Committee believes that achievement of the goals set for the 2014-2016 performance cash plan is consistent with stockholder interests and the Committee's fundamental belief that companies with increasing EPS and increasing ROIC will have an appreciating stock price and the R-TSR measure will contribute to stockholder alignment, reduce overall award volatility and recognize Company performance relative to peer companies.

The payout for the performance cash component of the long-term incentive award can range from 0% to 200% of target.

		2014-2016 Performance Cash Plan		
		% Growth		
Metric	Weight	Minimum % Growth (for 50% Payout) 5%	Target % Growth (for 100% Payout) 10%	Stretch % Growth (for 200% payout) 15%
EPS*	30%	\$2.78	\$3.20	\$3.65
ROIC	40%	10.1%	11.3%	12.6%
		Ranking		
Relative TSR	Weight	Threshold Goal (for 30% Payout)	Target Goal (for 100% Payout)	Stretch Goal (for 200% Payout)
Relative TSR	30%	Above 25th Percentile	Median	Above 75th Percentile

\* The targets above were set in Q1 of 2014 and adjusted as a result of the 2:1 stock split on September 17, 2014.

#### 2014 Pay and Performance Results

Each Named Executive Officer is a member of the Company's executive team except for Mr. Drillock who retired October 31, 2014. The Committee expects each executive officer to contribute to the Company's overall success as a member of the executive team rather than focus solely on specific objectives within the officers' area of responsibility.

#### Annual Incentive Performance Results

As a result of our performance against the annual incentive plan target goals set by the Committee in the beginning of the 2014 performance year, we achieved slightly better than target payout on our annual incentive plan for 2014.

Our 2014 adjusted EPS of \$2.96 was above our target of \$2.85, an achievement of 103.9% of our goal resulting in a payout of 107.9% for the adjusted EPS component of the Plan, weighted at 70% for a total of 75.5% payout on this metric for corporate officers. The Committee determined that the executive officers

achieved pre-established corporate non-financial objectives, many of which are highlighted under the Financial and Business Performance section of this Proxy, at an overall achievement score of 88.1, weighted at 30% for a total payout of 26.4% on this component of the annual incentive plan.

The Company's average net working capital for 2014 improved slightly from our 2013 year-end level, but not enough to have an effect on the overall achievement. The total overall achieved payout amount was 101.9% on the 2014 corporate annual incentive plan for both the financial and non-financial goals, as illustrated below:

Performance Metric	Target Goal	Goal Achievement	Achievement +/- from Target	Achieved Payout %	Plan Weighting Factor	Weighted Achievement Payout Factor (% of Target)
Adjusted EPS	\$ 2.85	\$ 2.96	\$ 0.11	107.9%	70%	75.5%
Corp. Non-financial Goals	100	88.1	-11.9	88.1%	30%	26.4%
<b>Total Plan Achievement</b>						<b>101.9%</b>
Working Capital Goal Achievement Multiplier	Improvement over y-e 2013	84 days	+2 days	multiplier of 1.00		0.0%

**Total Payout Percent** **101.9%**

The 2014 annual incentive plan for the Business Unit President, Aerospace Materials, was calculated based on Corporate adjusted EPS target achievement weighted at 20%, business unit EBIT target achievement weighted at 50%, and corporate and business unit non-financial objectives weighted at 10% and 20%, respectively. Mr. Wood's achieved annual incentive payout percent of target for 2014 performance was 94.6%, based on Aerospace Materials business unit annual incentive targets and the net working capital multiplier as illustrated below:

Performance Metric	Target Goal	Goal Achievement	Achievement +/- from Target	Achieved Payout %	Plan Weighting Factor	Weighted Achievement Payout Factor (% of Target)
Adjusted EPS	\$ 2.85	\$ 2.96	\$ 0.11	107.9%	20%	21.6%
Business Unit EBIT	\$ 190.6	\$ 178.4	-\$ 12.2	81.5%	50%	40.8%
Corp. Non-financial Goals	100	88.1	-11.9	88.1%	10%	8.8%
Business Unit Non-financial Goals	100	117.0	17.00	117.0%	20%	23.4%
<b>Total Plan Achievement</b>						<b>94.6%</b>
Working Capital Goal Achievement Multiplier	Improvement over y-e 2013	84 days	+2 days	multiplier of 1.00		0.0%

**Total Payout Percent** **94.6%**

The 2014 annual incentive plan for Michael Radossich, the Business Unit President, Specialty Chemicals, was calculated based on Corporate adjusted EPS target achievement weighted at 20%, business unit EBIT target achievement weighted at 50%, and corporate and business unit non-financial objectives weighted at 10% and 20%, respectively. Mr. Radossich's achieved annual incentive payout percent of target for 2014 performance was 102.5%, based on the Specialty Chemicals business unit annual incentive targets and the net working capital multiplier as illustrated below:

Performance Metric	Target		Achievement +/- from Target	Achieved Payout%	Plan Weighting Factor	Weighted Achievement Payout Factor (% of Target)
	Goal	Goal Achievement				
Adjusted EPS	\$ 2.85	\$ 2.96	\$ 0.11	107.9%	20%	21.6%
Business Unit EBIT	\$ 134.5	\$ 129.8	-\$ 4.7	93.0%	50%	46.5%
Corp. Non-financial Goals	100	88.1	-11.9	88.1%	10%	8.8%
Business Unit Non-financial Goals	100	128.0	28.00	128.0%	20%	25.6%
<b>Total Plan Achievement</b>						<b>102.5%</b>
Working Capital Goal Achievement Multiplier	Improvement over y-e 2013		84 days	+2 days	multiplier of 1.00	0.0%
<b>Total Payout Percent</b>						<b>102.5%</b>

The business unit portion of the 2014 annual incentive plan, weighted at 25%, for the Vice President, Corporate and Business Development and Business Unit President, Industrial Materials, was calculated based on Corporate adjusted EPS target achievement weighted at 20%, business unit EBIT target achievement weighted at 50%, and corporate and business unit non-financial objectives weighted at 10% and 20%, respectively. The Industrial Materials business achieved annual incentive payout percent of target for 2014 performance was 153.4%, based on the business unit annual incentive targets and the net working capital multiplier as illustrated below:

Performance Metric	Target		Achievement +/- from Target	Achieved Payout %	Plan Weighting Factor	Weighted Achievement Payout Factor (% of Target)
	Goal	Goal Achievement				
Adjusted EPS	\$ 2.85	\$ 2.96	\$ 0.11	107.9%	20%	21.6%
Business Unit EBIT	\$ 25.4	\$ 30.8	\$ 5.4	200%	50%	100.0%
Corp. Non-financial Goals	100	88.1	-11.9	88.1%	10%	8.8%
Business Unit Non-financial Goals	100	115.0	15.00	115.0%	20%	23.0%
<b>Total Plan Achievement</b>						<b>153.4%</b>
Working Capital Goal Achievement Multiplier	Improvement over y-e 2013		84 days	+2 days	multiplier of 1.00	0.0%
<b>Total Payout Percent</b>						<b>153.4%</b>

Mr. Avrin's annual incentive payout was based 75% on the Corporate achievement and 25% on the Industrial Materials business unit achievement for a total payout of 114.8% of target.

The Committee has the discretion to *negatively* adjust the payouts on the financial targets under the annual incentive plan as it deems appropriate. The Committee did not use its discretion to adjust the achievement of the adjusted EPS, EBIT, net working capital or non-financial goals in determining the 2014 annual incentive amount payable.

The annual incentive amounts for the 2014 performance period paid to the Named Executive Officers, consistent with these determinations, are set forth in the Summary Compensation Table. The Committee approved the annual incentives paid to all executive officers other than the CEO and the independent directors of the Board approved the annual incentive paid to the CEO.



**Long-Term Performance Cash Plan Results**

The Performance Cash Incentive Plan for the 2012-2014 three-year performance period is based 30% on Earnings Per Share, 40% on Return on Investment Capital and 10% measured each year for a total of 30% on R-TSR) goal achievements. These goals are essential performance measures for the Company. The performance goals for the 2012-2014 performance period were established by the Committee in January, 2012.

The adjusted EPS targets for the period ending 2014 were set using 2011 actual EPS compounded at 4%, 10% and 14% over three years to derive the 50%, target and 200% achievement levels. The ROIC targets were set taking into account the projected EPS growth as mentioned above as well as projected 2014 after tax earnings and a two year average (2013 & 2014) debt plus equity. The R-TSR metric was measured against our 2012 Peer Group (see Exhibit A).

Consistent with our solid performance against the long-term performance cash plan target goals set by the Committee in the beginning of the 2012, we achieved higher than target results for the three-year performance period ending December 31, 2014.

Our fully diluted EPS of \$2.96, excluding special items, is at the 2012-2014 performance cash plan stretch target of \$2.96, resulting in a payout of 200% for the EPS performance metric, weighted at 30% of the Plan. Our ROIC achievement of 11.8% for 2014 is above the 2012-2014 performance cash plan target of 11.2%, resulting in a projected payout of 160% for the ROIC performance metric, weighted at 40% of the Plan. The R-TSR is measured against the companies in our 2012 stated Peer Group in each year of the three-year performance period, weighted at 10% in each year for a total of 30% of the Plan. The payout at the end of the three-year performance period is the sum of the payout results for this metric achieved in each of the three years. The R-TSR ranking against the companies in our 2012 Peer Group for each one-year period, (one being the lowest rank and sixteen being the highest rank) are: 14<sup>th</sup> in 2012, 9<sup>th</sup> in 2013 and 8<sup>th</sup> in 2014 resulting in a total payout for the three years of 40.1%.

The overall projected payout for the 2012-2014 performance cash plan, based on the estimated achievement against targets as outlined below, is 164.1% of target for all officers:

Performance Metric	Target Goal	Goal Achievement	Achievement +/- from Target	Achieved Payout %		Plan Weighting Factor		Weighted Achievement Payout Factor (% of Target)
<b>Adjusted EPS</b>	\$ 2.66	\$ 2.96	\$ 0.30	200.0%	x	30%	=	60.0%
<b>ROIC</b>	11.2%	11.8%	0.6%	160.0%	x	40%	=	64.0%
<b>Relative TSR Rank</b>								
<b>2012</b>	8.5	14	5.5	200.0%	x	10%	=	20.0%
<b>2013</b>	8.5	9	0.5	111.0%	x	10%	=	11.1%
<b>2014</b>	8.5	8	-0.5	90.0%	x	10%	=	9.0%
								<b>164.1%</b>

The performance cash plan amounts for the 2012-2014 performance period paid to the Named Executive Officers, consistent with these determinations are set forth in the Summary Compensation Table. The Committee approved the performance cash incentives paid to all executive officers other than the CEO and the independent directors of the Board approved the annual incentive paid to the CEO.

## IV. Executive Compensation Program Policies

### Stock Ownership Requirements

We require our executive officers to attain and hold an ownership stake in our Company that is a specified multiple of their salary. The ownership requirements, expressed as a multiple of the annual base salary, are provided below:

Position	Current Guideline
Chief Executive Officer	6 x base salary
Chief Financial Officer	4 x base salary
Other Executive Officers	2.5 x base salary

Achievement of the required stock ownership is expected within five years of election to a position requiring an increase in target ownership. We include deferred stock awards, unvested time restricted stock, and 1/3 of time restricted stock units for each full year following the grant date, as shares owned but do not include options, SARs or other unvested time restricted stock units or performance stock as shares owned.

The policy requires all executive officers not meeting their ownership guidelines to hold 100% of net shares from performance or time-based restricted stock payouts or stock option exercises until ownership requirements have been satisfied. The policy includes an automatic deferral of unvested performance and time restricted stock or units until ownership requirements have been satisfied.

As of January 31, 2015, all of our Named Executive Officers have met the Company's stock ownership guidelines, except for Mr. Darazsdi, who was hired on August 4, 2014. None of the Named Executive Officers have hedged their position in Company stock.

### Risk Assessment

The Committee discussed and analyzed risks associated with the Company's compensation policies and practices for executive officers and all employees generally including, but not limited to, encouraging excessive risk, eligibility, effects on retention, balance of objectives, alignment with stockholders, affordability, possible unintended consequences and governance. The Committee also discussed this risk assessment with their independent consultant and did not identify any risks arising from these policies or practices that would likely have a material adverse effect on the Company.

### Timing of Awards

The Committee generally grants LTIs to executive officers only on the date of the first meeting of the Committee each year, although the Committee may from time-to-time also grant LTIs on the date an executive officer is hired or promoted. The first meeting of the Committee each year is typically held the day before the Company's earnings for the preceding year are released. LTIs granted to the CEO are subject to ratification by the independent directors of the Board.

### Insider Trading Policy

Our securities trading policy prohibits our directors, executives and other employees from purchasing (except for the exercise of previously granted options) or selling any Cytec security or any interest in any Cytec security except during open window trading periods. The policy also prohibits buying or selling put or call options on any Cytec security, selling short any Cytec security or any hedging against a decline in the price of Cytec securities. This policy is designed to ensure compliance with relevant SEC regulations, including insider trading rules.

### Tax Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code restricts deductibility for federal income tax purposes of annual individual compensation in excess of \$1 million to Named Executive Officers (excluding the Chief

Financial Officer) if certain conditions are not satisfied. Cytec prefers, to the extent practicable, to preserve deductibility of compensation paid to its Named Executive Officers while maintaining compensation programs that effectively attract, motivate and retain exceptional executives in a highly competitive environment.

The Company has designed its annual and long-term cash incentive and stock option awards to enable full deductibility of the payouts based on financial measures. The plans under which these awards are made have been approved by the stockholders and provide for awards that are eligible for deductibility as performance-based compensation. The Committee may use its discretion to set actual compensation below the maximum amount calculated against the relevant performance criteria. The Committee intended that the portion of the 2014 annual incentive based on adjusted EPS and EBIT and the 2016 performance cash award granted in 2014 to the Named Executive Officers would be deductible as performance-based compensation for federal income tax purposes.

While we view preserving tax deductibility as an important objective, we believe the primary purpose of our compensation program is to support our strategy and the long-term interests of our stockholders. In specific instances we have and in the future may authorize compensation arrangements that are not fully tax deductible but which promote other important objectives of our executive compensation program. Base salary, time-based restricted stock units, and non-financial elements of our executive compensation program generally do not qualify as performance-based compensation under IRC section 162(m). The Company incurred a tax liability of approximately \$38,677 on non-deductible compensation for 2014.

### **Recoupment of Compensation**

The Committee has established a claw-back or recoupment policy, effective January 1, 2010, applicable to annual incentive compensation, performance awards, restricted stock or units and stock options granted after January 1, 2010. The policy allows the Board of Directors, if financial statements or any performance plan metric were required to be restated as a result of errors, omissions, or fraud, to recover from an executive officer (i) any portion of annual incentive or performance award payments that would not have been made based on the restated financial statements or performance plan metric, and (ii) any restricted stock or units or any gain realized on the exercise of stock options during the period starting with the date on which the inaccurate financial statements or performance plan metric are published.

### **COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE REPORT**

This Committee has reviewed and discussed with the management of Cytec the CD&A section. Based on this review and the Committee's discussions with management, this Committee recommended that the CD&A be included in Cytec's Proxy Statement for Cytec's 2015 Annual Stockholder Meeting.

This Committee believes that the compensation program established for Cytec and described in the CD&A is strongly performance-driven and has contributed to retaining and motivating highly qualified executive leadership.

Compensation and Management Development Committee

A.G. Fernandes, Chair      D. P. Hess      L.L. Hoynes, Jr.      T.W. Rabaut

February 20, 2015

## SUMMARY COMPENSATION TABLE

Name and Principal Position (a)	Year (b)	Salary (\$)(c)	Bonus (\$)(d)	Stock Awards (\$)(e)	Option Awards (\$)(f)	Non-Equity Incentive Plan Compensation (\$)(g)	Change in Pension Value and nonqualified Deferred Compensation		All Other Compensation (\$)(i)	Total (\$)(j)
							Earnings (\$)(h)			
S.D. Fleming	2014	\$ 950,000	\$ 0	\$ 497,019	\$ 1,153,028	\$ 3,410,672	\$ 233,382	\$ 438,149	\$ 6,682,250	
	2013	\$ 896,100	\$ 0	\$ 482,764	\$ 1,125,055	\$ 2,019,582	\$ 0	\$ 245,288	\$ 4,768,790	
Chairman of the Board, President, and Chief Executive Officer	2012	\$ 870,000	\$ 0	\$ 434,596	\$ 991,418	\$ 2,776,800	\$ 151,818	\$ 188,038	\$ 5,412,670	
D.G. Darazsdi <sup>(1)</sup>	2014	\$ 195,833	\$ 0	\$ 370,119	\$ 382,498	\$ 328,403	\$ 0	\$ 37,850	\$ 1,314,704	
Vice President and Chief Financial Officer										
R.D. Smith	2014	\$ 412,526	\$ 0	\$ 97,009	\$ 291,831	\$ 683,487	\$ 128,888	\$ 140,374	\$ 1,754,115	
	2013	\$ 400,511	\$ 200,255	\$ 94,979	\$ 285,148	\$ 502,018	\$ 0	\$ 117,587	\$ 1,600,499	
Vice President, General Counsel, and Secretary	2012	\$ 388,846	\$ 0	\$ 95,004	\$ 285,111	\$ 724,510	\$ 164,577	\$ 117,233	\$ 1,775,281	
W.N. Avrin	2014	\$ 410,786	\$ 0	\$ 84,774	\$ 252,024	\$ 652,174	\$ 1,431,919	\$ 164,023	\$ 2,995,700	
	2013	\$ 398,821	\$ 199,410	\$ 82,008	\$ 241,802	\$ 440,856	\$ 0	\$ 115,978	\$ 1,478,875	
Vice President, Corporate and Business Development	2012	\$ 385,334	\$ 0	\$ 82,018	\$ 241,787	\$ 649,170	\$ 211,654	\$ 111,886	\$ 1,681,849	
W.G. Wood	2014	\$ 363,690	\$ 0	\$ 85,035	\$ 252,024	\$ 551,040	\$ 138,285	\$ 90,645	\$ 1,480,719	
	2013	\$ 353,097	\$ 0	\$ 82,008	\$ 244,989	\$ 458,823	\$ 0	\$ 96,625	\$ 1,235,542	
President, Aerospace Materials	2012	\$ 342,813	\$ 0	\$ 80,016	\$ 238,542	\$ 605,446	\$ 91,171	\$ 104,609	\$ 1,462,597	
D.M. Drilllock <sup>(2)</sup>	2014	\$ 390,168	\$ 0	\$ 143,518	\$ 430,008	\$ 872,348	\$ 826,209	\$ 218,125	\$ 2,880,376	
	2013	\$ 454,564	\$ 227,282	\$ 139,988	\$ 415,027	\$ 699,913	\$ 0	\$ 146,872	\$ 2,083,647	
Vice President and Chief Financial Officer (Retired)	2012	\$ 437,081	\$ 0	\$ 134,987	\$ 407,020	\$ 961,768	\$ 928,944	\$ 128,366	\$ 2,998,166	

(1) Mr. Darazsdi was elected Vice President and Chief Financial Officer on August 4, 2014.

(2) Mr. Drilllock served as Chief Financial Officer until August 4, 2014. Mr. Drilllock retired as Vice President on October 31, 2014. The amounts reported in column (c) of the Summary Compensation Table represent the base salary of each of the Named Executive Officers during the periods reported prior to any deferrals of income by such executive officers under the terms of our existing retirement plans.

The amounts reported in column (e) of the Summary Compensation Table represent the fair market value of the restricted stock units on the date of grant.

The amounts reported in column (f) of the Summary Compensation Table represent the fair value of the options on the date of grant. The fair value of each option is estimated using a binomial-lattice option valuation model. The assumptions made in this valuation are incorporated by the reference from footnote 5 to our Consolidated Financial Statements for each year ending December 31.

The amounts reported in column (g) each year represent amounts paid under our annual incentive plan and our performance awards. Mr. Drilllock received a pro-rated amount of 5/6<sup>th</sup> of his annual incentive target for the ten months he was an employee of the Company in 2014. All amounts reported under column (g) are prior to any income deferrals for each of the periods reported.

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Our 2014 annual incentive plan is generally described under the heading 2014 Pay and Performance Results-Annual Incentive Performance Results above and the 2012-2014 long-term performance cash plan is generally described under the heading 2014 Pay and Performance Results 2012-2014 Long Term Performance Cash Plan Results . The annual incentive target amounts for 2014 are shown in the Grants of Plan-Based

Awards table below. The long-term 2012-2014 performance cash target amounts for the performance period ending December 31, 2014 are shown in the table below. The amounts paid to the Named Executive Officers under each of these performance plans for the performance periods ending December 31, 2014 were:

Name	2014 Annual Incentive Plan Earnings	2012-2014 Performance Cash Plan Target Payout	2012-2014 Performance Cash Plan Earnings	Total 2014 Non-Equity Performance Compensation
S.D. Fleming	\$ 1,016,453	\$ 1,459,000	\$ 2,394,219	\$ 3,410,672
D.G. Darazsdi	\$ 139,688	\$ 115,000	\$ 188,715	\$ 328,403
R.D. Smith	\$ 273,237	\$ 250,000	\$ 410,250	\$ 683,487
W.N. Avrin	\$ 282,949	\$ 225,000	\$ 369,225	\$ 652,174
W.G. Wood	\$ 206,430	\$ 210,000	\$ 344,610	\$ 551,040
D.M. Drillock	\$ 278,306	\$ 362,000	\$ 594,042	\$ 872,348

The amounts reported in column (h) of the Summary Compensation Table represent the aggregate change in the actuarial present value of each Named Executive Officer's accumulated benefit under all of our defined benefit plans during the periods reported, including results of changes in actuarial assumptions. The actuarial present value of each Named Executive Officer's accumulated benefit under each of our defined benefit plans at December 31, 2014, is set forth in the Pension Benefits table below. Mr. Drillock turned 55 in 2012 and was subsequently elected to the ESERP by the Committee. Mr. Avrin turned 59 in 2014 and was subsequently elected to the ESERP by the Committee. Mr. Avrin's transition credits, earned under the Company's frozen Salaried Plan and payable under the Company's Savings Plan as described below, will expire 30 months earlier, than if he had not been elected to the ESERP.

The amounts reported for 2014 in column (i) of the Summary Compensation Table include matching contributions and transition benefits paid by the Company under the terms of our Cytec Employees' Savings Plan (as described below) and Cytec Supplemental Savings Plan (as described below the Non-Qualified Deferred Compensation table) with respect to deferrals by the U.S. executive officers in 2014 as follows:

Name	Matching Contributions	Transition Benefits	Profit Sharing Contributions	Total Company Contributions
S.D. Fleming	\$ 161,819	\$ 169,144	\$ 92,970	\$ 423,933
D.G. Darazsdi	\$ 8,225	\$ 0	\$ 4,700	\$ 12,925
R.D. Smith	\$ 64,987	\$ 47,619	\$ 27,768	\$ 140,374
W.N. Avrin	\$ 65,731	\$ 68,502	\$ 29,790	\$ 164,023
W.G. Wood	\$ 39,671	\$ 32,241	\$ 18,733	\$ 90,645
D.M. Drillock	\$ 93,097	\$ 87,850	\$ 37,178	\$ 218,125

*Cytec Employees' Savings Plan:* The Cytec Employees' Savings Plan provides for Company profit sharing contributions of 3% of annual pay and additional matching contributions of up to 6% of annual pay. The Plan also provides for a ten-year transition benefit ranging from 1% to 10% of an employee's annual pay per year for all participants in the Cytec Employees' Savings Plan with more than 10 years of service on the Frozen Date of the Salaried Plan (described under the Pension Benefits table) other than any employee who has been elected as a full member of the ESERP and has reached age 60. The transition benefit is intended to compensate long service employees for a limited period for the loss of the accrual of future benefits under the Salaried Plan.

The amounts reported in column (i) also include the values of perquisites and personal benefits provided to Messrs. Fleming and Darazsdi in 2014. The perquisites and personal benefits reported for Mr. Fleming include financial counseling, tax preparation, spousal travel and fringe insurance and for Mr. Darazsdi include spousal travel, fringe insurance and temporary housing and relocation expenses including related taxes.

## GRANTS OF PLAN-BASED AWARDS

Name (a)	Grant Date (b)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#) (i)	All Other Option Awards: Number of Securities Underlying Options (#) (j)	Exercise or Base Price of Option Awards (\$/sh) (k)	Grant Date Fair Value of Stock and Option Awards (\$) (l)
		Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)				
S.D. Fleming	1/29/2014*	\$ 0	\$ 997,500	\$ 1,995,000				
	1/29/2014**	\$ 0	\$ 1,650,000	\$ 3,300,000				
	1/29/2014					70,328	\$ 44.14	\$ 1,153,028
	1/29/2014				11,456		\$ 44.14	\$ 497,019
D.G. Darazsdi <sup>(1)</sup>	8/04/2014*	\$ 0	\$ 137,083	\$ 274,167				
	8/04/2014**	\$ 0	\$ 115,000	\$ 230,000				
	8/4/2014**	\$ 0	\$ 225,000	\$ 450,000				
	8/04/2014**	\$ 0	\$ 340,000	\$ 680,000				
	8/04/2014					21,244	\$ 50.92	\$ 382,498
	8/04/2014				2,580		\$ 50.92	\$ 127,491
	8/04/2014				1,964		\$ 50.92	\$ 97,051
8/04/2014				2,946		\$ 50.92	\$ 145,577	
R.D. Smith	1/29/2014*	\$ 0	\$ 268,142	\$ 536,284				
	1/29/2014**	\$ 0	\$ 257,500	\$ 515,000				
	1/29/2014					17,800	\$ 44.14	\$ 291,831
	1/29/2014				2,236		\$ 44.14	\$ 97,009
W.N. Avrin	1/29/2014*	\$ 0	\$ 246,472	\$ 492,943				
	1/29/2014**	\$ 0	\$ 225,000	\$ 450,000				
	1/29/2014					15,372	\$ 44.14	\$ 252,024
	1/29/2014				1,954		\$ 44.14	\$ 84,774
W.G. Wood	1/29/2014*	\$ 0	\$ 218,214	\$ 436,428				
	1/29/2014**	\$ 0	\$ 220,000	\$ 440,000				
	1/29/2014					\$ 15,372	\$ 44.14	\$ 252,024
	1/29/2014				1,960		\$ 44.14	\$ 85,035
D.M. Drillock <sup>(2)</sup>	1/29/2014*	\$ 0	\$ 327,741	\$ 655,481				
	1/29/2014**	\$ 0	\$ 375,000	\$ 750,000				
	1/29/2014					26,228	\$ 44.14	\$ 430,008
	1/29/2014				3,308		\$ 44.14	\$ 143,518

\* Target amount for annual incentive award for the 2014 performance period.

\*\* Target amount for performance cash award for the 2014-2016 performance period.

(1) Mr. Darazsdi received a performance cash grant for each of the three-year performance periods ending December 31, 2014, 2015 and 2016 upon his hire on August 4, 2014.

(2) In connection with his retirement, Mr. Drillock forfeited one-third of the performance cash for the performance period ending December 31, 2015 and two-thirds on the performance cash award for the performance period ending December 31, 2016.



At its January 29, 2014, meeting, the Committee finalized annual incentive targets for the performance period ending December 31, 2014 and granted Long Term Incentives to each of the Named Executive Officers consisting of stock options, time-based restricted stock units and a performance award payable in cash for the performance period ending December 31, 2016.

The target amounts for annual incentive awards for the 2014 performance period are set forth in column (d) of the table above. The actual amounts paid for the 2014 performance year with respect to these awards are set forth in column (g) of the Summary Compensation Table.

The aggregate fair value of the stock options granted to each of the Named Executive Officers determined as of the date of grant is set forth in column (l) above. The fair value of each option is estimated using a binomial-lattice option valuation model. The assumptions made in this valuation are incorporated by the reference from footnote 5 to our Consolidated Financial Statements for the year ended December 31, 2014.

The performance awards and the stock options were granted under the provisions of our 1993 Stock Award and Incentive Plan (the 1993 Plan ).

## OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

Name (a)	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested <sup>(3)</sup> (#)	Market Value of Shares or Units of Stock That Have Not Vested <sup>(3)</sup> (\$)
	Exercisable <sup>(1)</sup> (b)	Unexercisable <sup>(2)</sup> (c)	(e)	(f)	(g)	(h)
S.D. Fleming	0	70,328	\$ 44.14	1/28/2024	11,456	\$ 528,924
	28,239	56,479	\$ 36.54	1/29/2023	13,622	\$ 628,928
	66,393	33,197	\$ 25.17	1/29/2022	17,804	\$ 822,011
	124,060	0	\$ 25.75	1/25/2021		
	164,300	0	\$ 18.80	1/26/2020		
	140,000	0	\$ 11.23	1/27/2019		
	22,500	0	\$ 27.55	6/26/2018		
	50,000	0	\$ 26.24	1/28/2018		
	40,000	0	\$ 29.11	1/30/2017		
D.G. Darazsdi	0	21,244	\$ 50.92	8/3/2024	1,964	\$ 90,678
					2,946	\$ 136,017
					2,580	\$ 119,119
R.D. Smith	0	17,800	\$ 44.14	1/28/2024	2,236	\$ 103,236
	7,157	14,315	\$ 36.54	1/29/2023	2,680	\$ 123,736
	19,093	9,547	\$ 25.17	1/29/2022	3,892	\$ 179,694
	29,600	0	\$ 25.75	1/25/2021		
	38,700	0	\$ 18.80	1/26/2020		
	40,000	0	\$ 11.23	1/27/2019		
	36,500	0	\$ 26.24	1/28/2018		
	27,000	0	\$ 29.11	1/30/2017		
W.N. Avrin	0	15,372	\$ 44.14	1/28/2024	1,954	\$ 90,216
	6,069	12,139	\$ 36.54	1/29/2023	2,314	\$ 106,837
	16,192	8,096	\$ 26.17	1/29/2022	3,360	\$ 155,131
	26,118	0	\$ 25.75	1/25/2021		
	35,250	0	\$ 18.80	1/26/2020		
	48,400	0	\$ 11.23	1/27/2019		
	36,500	0	\$ 26.24	1/28/2018		
	27,000	0	\$ 29.11	1/30/2017		
W.G. Wood	0	15,372	\$ 44.14	1/28/2024	1,960	\$ 90,493
	6,149	12,299	\$ 36.54	1/29/2023	2,314	\$ 106,837
	15,974	7,988	\$ 25.17	1/29/2022	3,278	\$ 151,345
	25,248	0	\$ 25.75	1/25/2021		
	10,000	0	\$ 24.32	4/21/2020		
	16,000	0	\$ 29.11	1/30/2017		
D.M. Drillock	0	26,228	\$ 44.14	1/28/2024	3,308	\$ 152,730
	10,418	20,834	\$ 36.54	1/29/2023	3,950	\$ 182,372
	0	13,629	\$ 25.17	1/29/2022	5,530	\$ 255,320

(1) All exercisable options are fully vested.

- (2) The options shown in this column have the following vesting dates: (a) the options with an exercise price of \$25.17 vested on January 30, 2015; (b) one-half of the options with an exercise price of \$36.54 vested on January 30, 2015, and the other half will vest on January 30, 2016; (c) one-third of the options with an exercise price of \$44.14 vested on January 29, 2015, one-third will vest on January 29, 2016, and the final third will vest on January 29, 2017; (d) one-third of the options with an exercise price of \$50.92 will vest on August 4, 2015, one-third will vest on August 4, 2016, and the final third will vest on August 4, 2017.

All of the securities reported for Messrs. Fleming, Darazsdi, Smith, Avrin, Wood and Drillock in columns (b) and (c) of the Outstanding Equity Awards table represent stock options with the exception of the securities expiring from January 1, 2016, through December 31, 2018, which are stock-settled SARs. The unvested equity awards reported in column (g) represent restricted stock units that had not vested as of December 31, 2014, with the exception of the 1,964 and 2,946 unvested equity awards, which are restricted stock. The value of the unvested equity awards set forth in column (h) above was determined using the closing price of Cytec common stock, \$46.17, on December 31, 2014.

**OPTION EXERCISES AND STOCK VESTED**

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (\$) (e)
S.D. Fleming	134,000	\$ 3,969,141	15,084	\$ 673,878
D.G. Darazsdi	0	\$ 0	0	\$ 0
R.D. Smith	36,976	\$ 766,372	3,682	\$ 164,493
W.N. Avrin	50,320	\$ 1,272,976	3,330	\$ 148,768
W.G. Wood	17,000	\$ 363,800	3,134	\$ 140,011
D.M. Drillock	269,333	\$ 6,781,200	5,288	\$ 236,241

Columns (b) and (c) in the Option Exercises and Stock Vested table set forth the number of options exercised during 2014 by each of the Named Executive Officers and the pre-tax value realized on exercise. Column (d) of the table sets forth the number of shares of restricted stock units that vested during 2014 (or would have vested if they had not been voided in return for a Deferred Stock Award) in the name of each Named Executive Officer.

## PENSION BENEFITS

Name (a)	Plan Name (b)	Number of Years Credited Service (#) (c)	Present Value of Accumulated Benefit (\$) (e)
S.D. Fleming	Qualified Retirement Plan <sup>(1)</sup>	31	\$ 783,346
	Supplemental Employee Retirement Plan	31	\$ 275,363
R.D. Smith	Qualified Retirement Plan <sup>(1)</sup>	22	\$ 447,447
	Supplemental Employee Retirement Plan	22	\$ 138,035
W.N. Avrin	Qualified Retirement Plan <sup>(1)</sup>	37	\$ 1,193,529
	Supplemental Employee Retirement Plan	37	\$ 493,100
	Executive Supplemental Employee Retirement Plan	5	\$ 1,096,772
W.G. Wood	Qualified Retirement Plan <sup>(1)</sup>	30	\$ 515,243
	Supplemental Employee Retirement Plan	30	\$ 63,918
D.M. Drillock	Qualified Retirement Plan <sup>(1)</sup>	36	\$ 1,217,323
	Supplemental Employee Retirement Plan	36	\$ 388,163
	Executive Supplemental Employee Retirement Plan	5	\$ 1,068,251

- (1) Service reported for the Qualified Retirement Plan in the pension table reflects the combined service from the former Past Service Plan and Salaried Plan. Pension accruals in the Qualified Retirement Plan were frozen effective December 31, 2007, however, all service with the employer is considered for early retirement eligibility.

The table above shows the present value of the accumulated benefits at December 31, 2014, for each of the Named Executive Officers under our defined benefit retirement plans. The table assumes that each Named Executive Officer retires at the earliest age at which he is entitled to retire without any reduction in benefits for retiring before the normal retirement age of 65 for all the plans as of December 31, 2014. Under the terms of the Qualified Retirement Plan and the Supplemental Plan, participants whose age plus years of service is at least 65, with at least 20 years of service, may retire at age 62 without any reduction in benefits for their early retirement. All of the Named Executive Officers met this condition at December 31, 2014 with the exception of Mr. Darazsdi, who is not a participant in our defined benefit retirement plans. All of the plans are described below.

Mr. Drillock retained eligibility for benefits under the ESERP on a grandfathered basis and was elected to membership shortly after his 55<sup>th</sup> birthday in 2012, as described under the Indirect Compensation Retirement Plans section. Mr. Avrin retained eligibility for benefits under the ESERP on a grandfathered basis and was elected to membership shortly after his 59<sup>th</sup> birthday in 2014, as described under the Indirect Compensation Retirement Plans section. Mr. Avrin's transition credits, earned under the Company's frozen Qualified Retirement Plan and payable under the Company's Savings Plan as described below, will expire approximately two and a half years earlier than if he had not been elected to the ESERP. As a result of his election, he is eligible to retire at age 60 without any reduction in benefits.

The valuation method and all material assumptions applied in quantifying the present value of the accumulated benefit are incorporated by reference from footnote 14 to our Consolidated Financial Statements for the year ended December 31, 2014.

Also under the terms of the Qualified Retirement Plan and the Supplemental Plan, participants whose age plus years of service is at least 65, may retire as early as age 55 with reduced benefits. Because the reduction in benefits is less than actuarially required, the present value of the accumulated benefits under these plans as shown in column (d) of the Pension Benefits table is less than the present value of the accumulated benefit to each of the Named Executive Officers shown in column (b) of the Potential Payments Upon Termination or Change in Control table, which assumes the Officer retired on December 31, 2014.

*Qualified Retirement Plan:* (formerly the Past Service Plan and the Salaried Plan) This plan is a qualified plan that provides all U.S. salaried and nonbargained hourly employees upon retirement an annual defined pension benefit. The benefit includes two components: (i) an amount which, in general, is equal to 1.33% of an employee's base salary plus actual annual bonus (up to one-third of base salary) for each year of service at Cytec before January 1, 2008, plus (ii) a roll-up benefit based on credited service recognized by American Cyanamid Company (Cyanamid). The roll-up benefit was instituted to partly compensate employees for lower pension accruals at Cytec compared to those they would have received if they had remained at Cyanamid and, in general, is equal to 1.67% of the retiree's average base salary plus actual annual bonus (up to one-third of base salary) during the highest five of the last ten years of service from 1994 through 2003, times the number of years of service at Cyanamid, less any amounts payable under the former Past Service Plan for employees who were eligible and transferred from Cyanamid in connection with the spin-off of Cytec from Cyanamid. Amounts payable under the Past Service Plan is, in general, equal to 1.67% of an employee's final average pay at Cyanamid multiplied by their years of service at Cyanamid. The Plan is subject to certain adjustments including a social security offset. Benefits under this Plan are subject to reduction for early retirement and are also subject to applicable limitations under IRS regulations.

*Supplemental Plan:* Under section 401(a)(17) of the Internal Revenue Code, a qualified plan may not include a pension benefit on any individual's earnings in excess of an annual amount as specified from time-to-time, currently \$255,000 per year. This plan is a non-qualified plan for all employees whose earnings in any year exceeded the section 401(a)(17) limit that provides a benefit equal to the benefits that would be payable under the Past Service Plan and the Salaried Plan without regard to the limitations under section 401(a)(17) and section 415 of the Internal Revenue Code less any amounts payable to the executive officer under the Past Service Plan, the Salaried Plan and the Excess Plan.

We froze the Qualified Retirement Plan effective December 31, 2007 (the Frozen Date). As a result, no further benefits will accrue after the Frozen Date under either of the Qualified Retirement Plan or the Supplemental Plan, although all employees including the Named Executive Officers will continue to be credited with service for purposes of early retirement and certain other benefits. The value for each of the Named Executive Officers of these plans is set forth in the Pension Benefits table. Commencing January 1, 2008, we offered non-bargaining employees participation in the Cytec Employees Savings Plan in place of the Qualified Retirement Plan as described more fully below. We believed that the change from a defined benefit plan to a defined contribution plan would help reduce the volatility of our earnings as pension liabilities are subject to large swings with changes in the discount rate, return on asset rate and other assumptions.

*ESERP:* This plan is applicable only to persons who were elected as an executive officer before April 1, 2007. The benefits payable under this non-qualified plan are calculated in the same manner as the benefits payable under the Salaried Plan except that (i) no IRS limitations on the annual salary covered or annual benefits payable apply, (ii) benefits are calculated on annual salary and target bonus rather than annual salary and actual bonus up to 1/3 of annual salary, (iii) the roll-up benefit in the Salaried Plan is also calculated using target bonus rather than actual bonus up to 1/3 of annual salary, (iv) there is no reduction for commencing benefits at age 60, or as early as age 55 with the approval of the Compensation Committee or after a change in control, and (v) members are credited with up to five additional years of service through age 65 at their final annual salary and target bonus. The benefits payable under this Plan are offset by benefits payable under the Past Service Plan, the Salaried Plan, the Excess Plan and the Supplemental Plan. Benefits under this Plan are available only to eligible employees who have been elected as members of the Plan by the Compensation Committee, except that all eligible executive officers are entitled to certain death and disability benefits. In the event of a change in control of Cytec, all persons elected as executive officers prior to April 1, 2007, will automatically be elected as full members of this Plan. This plan was intended to provide equivalent benefits as were or would have been available to executive officers under the Cyanamid Executive Retirement Plan and to encourage the transition of executive management at an earlier age by providing a benefit equal to up to five years of retirement income credits under our other defined benefit pension plans.

## NON-QUALIFIED DEFERRED COMPENSATION

Name (a)	Executive Contributions in Last FY (\$) (b)	Registrant Contributions in Last FY (\$) (c)	Aggregate Earnings in Last FY (\$) (d)	Aggregate Balance at Last FYE (\$) (f)
S.D. Fleming				
Supplemental Savings	\$ 94,775	\$ 387,533	\$ 16,458	\$ 3,766,889
Deferred Stock	\$ 673,878	\$ 0	\$ 20,542	\$ 6,511,890
D.G. Darazsdi				
Supplemental Savings	\$ 0	\$ 0	\$ 0	\$ 0
Deferred Stock	\$ 0	\$ 0	\$ 0	\$ 0
R.D. Smith				
Supplemental Savings	\$ 173,027	\$ 103,585	\$ 7,916	\$ 2,204,163
Deferred Stock	\$ 164,493	\$ 0	\$ 4,494	\$ 2,003,542
W.N. Avrin				
Supplemental Savings	\$ 23,236	\$ 126,780	\$ 94,308	\$ 1,306,632
Deferred Stock	\$ 148,768	\$ 0	\$ 5,896	\$ 355,613
W.G. Wood				
Supplemental Savings	\$ 123,311	\$ 58,206	\$ 58,428	\$ 971,132
Deferred Stock	\$ 0	\$ 0	\$ 0	\$ 0
D.M. Drillock				
Supplemental Savings	\$ 32,729	\$ 181,725	-\$ 52,491	\$ 874,650
Deferred Stock	\$ 0	\$ 0	\$ 0	\$ 1,326,548

The amounts reported in column (b) consist of contributions by the U.S. Named Executive Officer to the supplemental savings plan which are included in the amounts reported in column (c) and (g) of the Summary Compensation table. Registrant Contributions reported in column (c) of the table above are matching contributions and transition benefits we paid for the benefit of the U.S. Named Executive Officers under the terms of the Cytec Supplemental Savings Plan. These plans are described below and all of these amounts are reflected in column (i) of the Summary Compensation Table.

Aggregate earnings during 2014 on non-qualified deferred compensation reported in column (d) of the table above were calculated by valuing each Named Executive Officer's hypothetical investments in the Cytec Supplemental Savings Plan and his Deferred Stock Awards at December 31, 2014, less the value of his hypothetical investments and Deferred Stock Awards at December 31, 2013, less any executive and registrant contributions during 2014.

*Cytec Supplemental Savings Plan:* Benefits under the Cytec Employees Savings Plan are limited by various IRS regulations on the salary covered and maximum annual contributions. We offer participation in a supplemental savings plan to all U.S. employees whose benefits under the Cytec Employees Savings Plan are limited by IRS regulations. The Cytec Supplemental Savings Plan is designed to provide similar benefits to those available under the Cytec Employees Savings Plan except that the maximum contribution is limited to 43% of a participant's annual salary, 50% of a participant's annual bonus payout and 50% of a participant's performance cash payout. Contributions to the Cytec Supplemental Savings Plan are held in trust for the benefit of the participants, though the trust fund would be subject to the claims of our creditors. We invest the funds held in trust in actual mutual funds that correspond with various hypothetical investment accounts selected by the participants. Accordingly, the investment returns earned by participants are supported by actual underlying investments made by us. The hypothetical investments available to participants are generally the same as the investment alternatives available under the Cytec Employees Savings Plan.

## POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Name (a)	Voluntary or Termination by Company for	Resignation by Executive for Good Reason ; Termination by Company without	Death	Disability	Change in Control
	Cause (b)	Cause (c)	(d)	(e)	(f)
<b>S.D. Fleming</b>					
Cash Severance		\$ 2,105,675			\$ 6,317,025
Accelerated Vesting of LTIs			\$ 4,981,114	\$ 4,981,114	\$ 9,864,447
Present Value of Retirement Benefits	\$ 1,228,478	\$ 1,228,478	\$ 2,022,200	\$ 3,959,176	\$ 3,959,176
Benefits Continuation		\$ 46,437			\$ 46,437
280G Excise Tax Gross Up					\$ 9,404,913
<b>Total</b>	<b>\$ 1,228,478</b>	<b>\$ 3,380,590</b>	<b>\$ 7,003,314</b>	<b>\$ 8,940,290</b>	<b>\$ 29,591,998</b>
<b>D.G. Darazsdi</b>					
Cash Severance		\$ 799,000			\$ 2,397,000
Accelerated Vesting of LTIs			\$ 609,147	\$ 609,147	\$ 1,475,813
Present Value of Retirement Benefits					
Benefits Continuation		\$ 40,116			\$ 40,116
280G Excise Tax Gross Up					
<b>Total</b>	<b>\$ 0</b>	<b>\$ 839,116</b>	<b>\$ 609,147</b>	<b>\$ 609,147</b>	<b>\$ 3,912,929</b>
<b>R.D. Smith</b>					
Cash Severance		\$ 738,720			\$ 2,216,161
Accelerated Vesting of LTIs			\$ 1,033,838	\$ 1,033,838	\$ 1,796,338
Present Value of Retirement Benefits	\$ 679,383	\$ 679,383	\$ 840,771	\$ 1,649,154	\$ 1,649,154
Benefits Continuation		\$ 38,758			\$ 38,758
280G Excise Tax Gross Up					\$ 2,064,739
<b>Total</b>	<b>\$ 679,383</b>	<b>\$ 1,456,861</b>	<b>\$ 1,874,609</b>	<b>\$ 2,682,992</b>	<b>\$ 7,765,150</b>
<b>W.N. Avrin</b>					
Cash Severance		\$ 700,760			\$ 2,102,280
Accelerated Vesting of LTIs			\$ 895,479	\$ 895,479	\$ 1,570,479
Present Value of Retirement Benefits	\$ 2,915,557	\$ 2,915,557	\$ 1,574,025	\$ 3,095,162	\$ 3,095,162
Benefits Continuation		\$ 26,948			\$ 26,948
280G Excise Tax Gross Up					
<b>Total</b>	<b>\$ 2,915,557</b>	<b>\$ 3,643,265</b>	<b>\$ 2,469,504</b>	<b>\$ 3,990,641</b>	<b>\$ 6,794,869</b>
<b>W.G. Wood</b>					
Cash Severance		\$ 641,913			\$ 1,925,738
Accelerated Vesting of LTIs			\$ 882,896	\$ 882,896	\$ 1,536,229
Present Value of Retirement Benefits	\$ 738,938	\$ 738,938	\$ 375,383	\$ 933,132	\$ 933,132
Benefits Continuation		\$ 45,852			\$ 45,852
280G Excise Tax Gross Up					\$ 1,242,332
<b>Total</b>	<b>\$ 738,938</b>	<b>\$ 1,426,703</b>	<b>\$ 1,258,279</b>	<b>\$ 1,816,028</b>	<b>\$ 5,683,283</b>
D.M. Drilllock	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0

The values in this table were calculated assuming that termination of the Named Executive Officers occurred on December 31, 2014, except for Mr. Drilllock, who voluntarily retired on October 31, 2014. All amounts paid to Mr. Drilllock in 2014 are set forth in the various compensation tables in this CD&A.

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On termination of employment of any of our U.S. employees, including any of the Named Executive Officers, for any reason, the employee is entitled to receive his unpaid base salary through the date of termination, compensation for any vacation days accrued in the year of his termination but not taken, his vested retirement benefits accrued under our retirement plans, any vested non-qualified deferred compensation account balances and to exercise his then exercisable options and SARs. These benefits are called the Basic Termination

Benefits. The value of each executive officer's non-qualified deferred compensation balance is set forth in column (e) of the Non-Qualified Deferred Compensation table. The present value of an employee's vested retirement benefits on the date of his termination depends on the reasons for his termination and is described further below.

If we terminate employment of a Named Executive Officer for Cause as defined in the Executive Income Continuity Plan, or if a Named Executive Officer terminates his employment voluntarily and without Good Reason as defined in the Executive Income Continuity Plan, the Named Executive Officer is entitled only to the Basic Termination Benefits. The present value of each Named Executive Officer's accumulated retirement benefits in this circumstance is set forth in column (b) of the Potential Payments on Termination or Change in Control table.

If we terminate the employment of a Named Executive Officer without Cause or if a Named Executive Officer terminates his employment for Good Reason, the executive is entitled to receive the Basic Termination Benefits plus (i) severance of one year of base salary and the greater of his target annual incentive award calculated on his current base salary or the average percent payout on his target annual incentive during the two preceding years multiplied by his target annual incentive award, and (ii) continuation for two years of all employee benefit plans and programs other than retirement benefit plans and disability benefits. The amounts of these additional benefits for each of the Named Executive Officers are set forth in column (c) of the Potential Payments upon Termination or Change in Control table. These additional payments are payable under the terms of our Executive Income Continuity Plan. These additional amounts are not payable unless the Named Executive Officer waives all claims against us arising out of termination of his employment or for any period after the Named Executive Officer violates the term of his non-compete agreement with us.

In the event of the death of an executive officer, the estate of the Named Executive Officer would be entitled to receive his Basic Termination Benefits. In lieu of the Named Executive Officer receiving benefits under our retirement plans, the spouse of any Named Executive Officer would be entitled to receive a benefit under our retirement plans. For executive officers eligible for the ESERP whose age plus years of service equals at least 65, the spouse's benefit would be calculated as if the Named Executive Officer had been elected a full member of the ESERP with five years of projected service, elected a joint and 50% survivor annuity option, had retired on the date of his death and had survived to age 60. The present value of this benefit is set forth in the retirement benefits row of column (d) of the Potential Payments upon Termination or Change in Control table. The Named Executive Officer's estate would also be entitled to retain his unvested RSUs and his nonexercisable stock options and SARs which would remain exercisable in accordance with their terms for a minimum period until one year after the date the last such option or SAR became exercisable. His estate would also be entitled to retain all of the Performance Awards granted to him in 2012, 2/3 of the Performance Award granted to him in 2013 and 1/3 of the Performance Award granted to him in 2014, and would receive payment on those portions of the award if and when the performance condition for those awards were satisfied for the 2014, 2015 and 2016 performance periods, respectively. The aggregate value of (i) the unvested RSUs valued at the closing price of our common stock at December 31, 2014, the currently non-exercisable options and SARs (valued at the difference between the closing price of our common stock at December 31, 2014, and the exercise price of the awards); and (ii) the Performance Awards (valued as if the target conditions for 100% vesting were met without any discount for the delays until the vesting date) is set forth in the accelerated vesting of LTIs row of column (d) in the Potential Payments Upon Termination or Change in Control table.

In the event employment of a Named Executive Officer is terminated by reason of his total and permanent disability, as defined in the Salaried Plan, the Named Executive Officer would be entitled to receive exactly the same amounts as his estate would have received in the event of his death except with respect to his retirement benefits. Under the terms of the ESERP, on his total and permanent disability the Named Executive Officer would be entitled to receive on a current basis his annual pension benefit under the retirement plans without any actuarial reduction. The present value of this benefit is set forth in the Present Value of Retirement Benefits row of column (e) of the Potential Payments Upon Termination or Change in Control table.

Under our Executive Income Continuity Plan, if, after a change in control, a Named Executive Officer terminates his employment for Good Reason or has his employment terminated by the Company without Cause, he will be entitled to (i) receive severance of three year s base salary and the greater of three times his target annual incentive award calculated on his then current base salary or the average percentage payout on his target annual incentive award during the two preceding years multiplied by his target annual incentive award; and (ii) continuation for two years of all employee benefit plans and programs other than retirement benefit plans and disability benefits. The amounts of these benefits are set forth in the Cash Severance and Benefits Continuation rows of column (f) of the Potential Payment upon Termination or Change in Control table. Additionally, upon a change in control, under the terms of the 1993 Plan and the awards made thereunder, prior to January 1, 2012, all Performance Cash would vest in the name of each executive as if the 200% target conditions had been met, all unvested RSUs would vest and all unexercisable stock options would vest and be exercisable. For awards on or after January 1, 2012, the accelerated vesting would only be triggered if there was a termination of employment other than for Cause or if the Named Executive Officer terminated for Good Reason as defined in the 1993 Plan or any award agreement made thereunder. The aggregate value of these benefits is set forth in the Accelerated vesting of LTIs row of column (f) of the Potential Payment Upon Termination or Change in Control table.

Under the ESERP, on a change in control, each of the Named Executive Officers would become a full member of the ESERP entitled to five additional years of service. Additionally, if the Named Executive Officer s employment was thereafter terminated by the Company without Cause or by the executive for Good Reason, the executive would be entitled to receive retirement benefits at age 55 without any actuarial reduction. To the extent the present value of this benefit exceeds the present value of the benefits payable to the Named Executive Officers under the qualified plans, it will be paid to the executive officers in a lump sum calculated using discount rates and assumptions specified in the ESERP. The present value of each Named Executive Officer s accumulated retirement benefits in this circumstance is set forth in column (f) of the Potential Payments on Termination or Change in Control table.

The 280G Excise Tax Gross Up line for each of the Named Executive Officers shows the amount that would be payable to each executive officer under our Compensation Taxation Equalization Plan if the Named Executive Officer were terminated without Cause on December 31, 2014, after a change in control of the Company. This plan was amended and restated effective January 31, 2012 to provide that the Plan shall only apply to executive officers who were elected as such prior to January 31, 2012, and that the Plan will expire for all participants on December 31, 2016.

#### DIRECTOR COMPENSATION

Name (a)	Fees Earned or Paid in Cash (\$) (b)	Stock Awards (\$) (c)	All Other Compensation (\$) (g)	Total (\$) (h)
C.A. Davis	\$ 92,500	\$ 85,000	\$ 12,537	\$ 190,037
A.G. Fernandes	\$ 95,000	\$ 85,000	\$ 9,636	\$ 189,636
D.P. Hess <sup>(1)</sup>	\$ 60,923	\$ 160,000	\$ 1,018	\$ 221,941
L.L. Hoynes	\$ 13,000	\$ 160,000	\$ 2,469	\$ 175,469
B.C. Johnson	\$ 85,000	\$ 85,000	\$ 7,988	\$ 177,988
C.P. Lowe	\$ 15,000	\$ 160,000	\$ 10,321	\$ 185,321
W.P. Powell	\$ 115,000	\$ 85,000	\$ 9,442	\$ 209,442
T.W. Rabaut	\$ 14,923	\$ 160,000	\$ 12,959	\$ 187,882
R.P. Sharpe	\$ 10,000	\$ 160,000	\$ 3,076	\$ 173,076
J.R. Satrum <sup>(2)</sup>	\$ 28,871	\$ 0	\$ 1,929	\$ 30,799

(1) Mr. Hess was elected as a Director of the Board on April 22, 2014.

(2) Mr. Satrum retired from the Board on April 22, 2014.

*Annual Retainer Fee:* Each director's annual cash retainer for 2014 was \$75,000. Our Lead Director of the Board was paid an additional retainer fee of \$20,000. The Chairs of Committees of the Board received retainer fees of \$10,000 for such service, or \$15,000 in the case of the Chair of the Compensation and Management Development Committee or \$17,500 in the case of the Chairperson of the Audit Committee. Each member of a Committee of the Board received an annual member retainer fee of \$5,000 for the Governance and the Safety, Health, Environment and Technology Committees, \$10,000 in the case of the Audit Committee and \$8,000 in the case of the Compensation and Management Development Committee. Annual retainer fees are paid in quarterly installments in arrears and are prorated if a director serves for only part of a calendar year. Directors may elect to receive their annual retainer fee in the form of a deferred stock award. A deferred stock award represents a phantom grant of Cytec's common stock and is awarded under the 1993 Stock Plan. Dividend equivalents are paid on deferred stock awards in the form of additional deferred stock awards. Once a director is no longer serving as a director, the deferred stock award is paid to the director in actual shares of our common stock either in a lump sum or over a period of up to 15 years depending on the director's election. The \$75,000 Annual Retainer fee is reflected in column (b) above for the five directors who received this fee in cash for all or part of 2014 and in column (c) of the table above for the four directors who received all or part of the fee in the form of a deferred stock award. Column (g) reflects cash dividends paid on each director's unvested restricted stock awards and includes travel and attendance expenses of the Directors' spouses related to a site visit and Board meeting conducted in Riga, Latvia, the location of our global business service center, except for Messrs. Hess, Hoynes and Sharpe.

*Restricted Stock Award:* For 2014, each director received an annual grant of restricted stock of \$85,000 in value. These awards are made pursuant to the 1993 Plan. The number of shares of restricted stock awarded is determined using the closing price of Cytec's common stock on the date the award is granted. The restricted stock awards vest on the third anniversary of the grant date if the recipient has not resigned from our Board or refused to stand for re-election. Directors may elect to defer vesting their restricted stock by receiving a deferred stock award of equivalent value. The value at grant of the annual restricted stock award is reflected in column (c) above for all directors who received this grant in 2014.

In accordance with the 1993 Plan, we also grant each new director a restricted stock award for \$75,000 in value of on the date he or she joins the Board. This restricted stock award also vests on the third anniversary of the grant date if the recipient has not resigned from our Board or refused to stand for re-election.

At December 31, 2014, directors held unvested restricted stock awards as follows: Ms. Davis, 6,414 shares; Mr. Fernandes, 6,414 shares; Mr. Hess, 3,256 shares; Mr. Hoynes, 6,414 shares; Mr. Johnson, 6,414 shares; Ms. Lowe, 6,414 shares; Mr. Powell, 6,414 shares; Mr. Rabaut, 6,414 shares and Mr. Sharpe, 8,032 shares. At December 31, 2014, directors held the following options to purchase our stock: Ms. Davis, 6,000 shares; Mr. Fernandes, 6,000 shares; Mr. Johnson, 6,000 shares; Mr. Powell, 6,000 shares.

We require each director to attain and hold an ownership stake in our Company having a value equal to five times the annual cash retainer fee of \$75,000. We believe this requirement helps to align directors' interests with those of stockholders. Directors must achieve the required ownership within the later of five years from their initial election to the Board or January 1, 2013, two years from the date we increased the annual cash retainer fee to \$75,000. We include deferred stock awards and restricted stock awards as shares owned by a director even if the vesting condition has not yet been satisfied.

The compensation program described above does not apply to our affiliated directors. Mr. Fleming, our Chairman, President and CEO, does not receive any additional compensation for serving as director and Chairman of the Board. The compensation he receives as an executive officer is set forth in the Summary Compensation Table.

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### TIMELY SUBMISSION OF STOCKHOLDER PROPOSALS

We expect to hold the 2016 annual meeting of stockholders on April 21, 2016. Some proposals and nominations pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, may be eligible for inclusion in our 2016 proxy statement. These stockholder proposals must be submitted, along with proof of ownership of our stock in accordance with Rule 14a-8(b)(2), to our executive offices in Woodland Park, New Jersey, no later than 5:00 p.m. Eastern Time ( Close of Business ) on November 9, 2015. We strongly encourage any stockholder interested in submitting a proposal to contact our Secretary in advance of this deadline to discuss the proposal, and stockholders may find it helpful to consult knowledgeable counsel with regard to the detailed requirements of applicable securities laws. Submitting a stockholder proposal does not guarantee that we will include it in our proxy statement. In addition, under our By-laws, any stockholder who intends to nominate a candidate for election to the Board or to propose any business at our 2016 annual meeting, other than precatory (non-binding) proposals presented under Rule 14a-8, must give notice to our Secretary between December 18, 2015 and the Close of Business on January 18, 2016. The notice must include the representations, agreements and information specified in our By-laws, including information concerning the nominee or proposal and representations and agreements from the nominee, as the case may be, and information about the stockholder's ownership of and agreements related to our stock. If the 2016 annual meeting is held more than 30 days before or more than 60 days after the anniversary date of the 2015 Annual Meeting of Common Stockholders the stockholder must submit notice of any such nomination and of any such proposal that is not made pursuant to Rule 14a-8 not more than 120 days prior to and not later than the Close of Business on the 90<sup>th</sup> day prior to such 2016 annual meeting or the 10th day following the day on which the date of such meeting is first publicly announced. We will not entertain any proposals or nominations at the annual meeting that do not meet the requirements set forth in our By-laws. The By-laws are posted on our web site at [www.cytec.com](http://www.cytec.com). To make a submission or to request a copy of our By-laws, stockholders should contact our Secretary. We strongly encourage stockholders to seek advice from knowledgeable counsel before submitting a proposal or a nomination.

### ATTENDANCE AT ANNUAL MEETING

The 2015 Annual Meeting of Stockholders will be held at 1:00 p.m. on April 16, 2015, at the Marriott Glenpointe Hotel, Teaneck, NJ 07666. Admission to the meeting is limited to our stockholders or their designated representatives (including street name stockholders who can show that they beneficially owned our common stock on the record date). One admission ticket to the meeting is attached to the proxy sent to each stockholder. If you intend to attend the meeting, please detach and retain the admission ticket and check the will attend box on the form of proxy itself to validate the admission ticket. Only ticket-holders will be admitted to the Annual Meeting.

### OTHER MATTERS

We will pay the cost of soliciting proxies, including reimbursement of banks, brokerage firms, custodians, nominees and fiduciaries for their expenses in sending proxy material to the beneficial owners of common stock. In addition to the use of the mail, proxies may be solicited by our employees personally, by telephone, by telefax or by electronic communication. We have engaged Okapi Partners LLC to assist in the solicitation of proxies at a fee estimated to be \$6,500 plus reimbursement of its outside expenses.

If any further business not described in this proxy statement properly comes before the meeting, the persons named in the enclosed form of proxy will vote, in their discretion, as recommended by our Board of Directors or, if no recommendation is given, all in accordance with their best judgment. We did not have notice, in accordance with the By-law described under Timely Submission of Stockholder Proposals of any additional matter intended to be brought before the meeting.

R. Smith

Secretary

*The Compensation and Management Development Committee Report and the Audit Committee Report that appear in this proxy statement do not constitute soliciting material and shall not be deemed incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act of 1933 or under the Securities Exchange Act of 1934, except to the extent that we specifically incorporate the information by reference, and shall not otherwise be deemed filed under said Acts.*

**Peer Groups used for Compensation Program****2012 Peer Group**

Air Products & Chemicals Inc.  
Albemarle Corporation  
Alliant Techsystems Inc.  
Arch Chemicals Inc. \*  
Ashland Inc.  
Cabot Corporation

Celanese Corporation  
Eastman Chemical Company  
FMC Corporation  
Goodrich Corporation\*  
H. B. Fuller Company  
Hexcel Corporation

The Lubrizol Corporation\*  
Rockwell Collins Inc.  
Rockwood Holdings, Inc.  
RPM International Inc.  
Spirit Aerosystems Holdings, Inc.  
The Valspar Corporation

(\* ) Eliminated from the Peer Group due to M&A activity.

**2013 Peer Group**

AAR Corporation  
Albemarle Corporation  
Alliant Techsystems Inc.  
ASchulman Inc.  
BE Aerospace Inc.  
Barnes Group Inc.  
Cabot Corporation  
Crane Corporation

Curtiss-Wright Corporation  
Esterline Technologies Corp.  
Ferro Corporation  
FMC Corporation  
H. B. Fuller Company  
Hexcel Corporation  
Kamen Corporation  
Koppers Holdings Inc.

Kraton Performance Polymers  
OM Group, Inc.  
PolyOne Corporation  
Precision Castparts Corporation\*  
Rockwood Holdings, Inc.  
Spirit Aerosystems Holdings, Inc.  
SPX Corporation  
Teledyne Technologies, Inc.

(\* ) Eliminated from the Peer Group in 2014 because of a significantly larger revenue size.

**Chemical/Aerospace Industry Companies (Primary Comparator Group)**

Alfa  
Alliant Techsystems  
Americas Styrenics  
Axiall Corporation  
Cabot Corporation  
Chemtura  
Curtiss-Wright

Esterline Technologies  
GenCorp  
H. B. Fuller  
Hexcel  
International Flavors & Fragrances  
OMNOVA Solutions

PolyOne  
Rockwell Collins  
Savannah River Nuclear Solutions  
Tronox  
W.R. Grace  
Westlake Chemicals

**General Manufacturing Industry Companies (Secondary Comparator Group)**

A.O. Smith  
Aerpostale  
Alliant Techsystems  
AptarGroup  
Barnes Group  
Boise  
CareFusion  
Chemtura  
Cooper Standard Automotive  
Curtiss-Wright  
Eastman Kodak  
Esterline Technologies

AMETEK  
Alexion Pharmaceuticals  
Americas Styrenics  
Armstrong World Industries  
Beam  
Boise Cascade  
Carlisle  
Cloud Peak Energy  
Cott Corporation  
Dentsply  
EnPro Industries  
Fifth & Pacific Companies, Inc.

ASM International  
Alfa  
Ansell  
Axiall Corporation  
Black Box  
Cabot Corporation  
Carpenter Technology  
Columbia Sportswear  
Covance  
Donaldson Company  
Endo Health Solutions  
Flowers Foods

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Flowserve  
GenCorp  
Greif  
Hanesbrands  
Hasbro  
IDEXX Laboratories

Forest Laboratories  
Graco  
H.B. Fuller  
Harman International Industries  
Hexcel  
ITT Corporation

Fortune Brands Home & Security  
Green Mountain Coffee Roasters  
HNI  
Harsco  
Hospira  
Icon Clinical Research

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International Flavors & Fragrances  
Kinross Gold  
Life Technologies  
Lululemon Athletica  
Materion Corporation  
Molson Coors Brewing  
Pitney Bowes  
Polaris Industries  
Regal-Beloit  
Rockwell Collins  
Shire  
Sonoco Products  
Timken  
Tronox  
Vertex Pharmaceuticals  
Warner Chilcott  
Westlake Chemical  
Xylem

Jack in the Box  
Leggett and Platt  
Lincoln Electric  
Maintowoc  
Matthews International  
OMNOVA Solutions  
Plexus  
PolyOne  
Regeneron Pharmaceuticals  
Savannah River Nuclear Solutions  
Sigma-Aldrich  
Steelcase  
Toro  
Tupperware Brands  
Vulcan Materials  
Werfen Life Group  
Worthington Industries  
Zimmer

Kennametal  
Lexmark International  
Lorillard Tobacco  
Martin Marietta Materials  
Mine Safety Appliances  
PCM  
Plum Creek Timber  
Rayonier  
Revlon  
Scotts Miracle-Gro  
Snap-on  
SunCoke Energy  
Trinity Industries  
USG Corporation  
W.R. Grace  
West Pharmaceutical Services  
Xilinx



