

## **II-VI INCORPORATED AUDIT COMMITTEE CHARTER**

### **Article 1. Organization**

The Audit Committee of the Board of Directors of II-VI Incorporated (the “Company”) shall be a permanent committee of the Board of Directors.

### **Article 2. Membership**

The members of the Audit Committee shall be appointed by the Board of Directors on recommendations from the Corporate Governance and Nominating Committee recognizing the need for continuity of membership from year to year. The Board of Directors may remove any member of the Audit Committee at any time.

The Audit Committee shall consist of a minimum of three independent, non-management members of the Board of Directors. No member of the Audit Committee shall (i) be an active employee of the Company or any of its affiliates during the current year or any of the past three years or (ii) have participated in the preparation of the financial statements of the Company or any of its subsidiaries at any time during the past three years.

Each member of the Audit Committee shall be free of any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out their responsibilities as a director. Applicable laws, regulations (including Rule 10A-3 promulgated by the Securities and Exchange Commission (the “SEC”) under the Securities Exchange Act of 1934, as amended, or any successor rule or regulation) and listing standards (collectively, “Laws”) shall be followed in evaluating a member’s independence.

Each member of the Audit Committee shall be generally knowledgeable in financial, accounting and auditing matters and able to read and understand fundamental financial statements, including the Company’s balance sheet, statement of earnings and statement of cash flows and otherwise meet the financial sophistication standard established by the requirements of the public company stock exchange. At least one member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background.

One member of the Audit Committee will serve as Chairperson of the Audit Committee and shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance and Nominating Committee. For topics occurring outside of normally scheduled meetings, the Chairperson of the Audit Committee may represent the entire Committee with an update provided to the Committee at the next normally scheduled meeting.

### **Article 3. Roles and Duties**

The Audit Committee shall have full access to the Company’s books, records, facilities, personnel, the Board and the independent auditor as necessary to carry out its responsibilities.

#### ***Financial Reporting***

It shall be the role of the Audit Committee to oversee the Company’s discharge of its financial reporting obligations and its relationship with its independent registered public accounting firm (hereafter, the “independent auditors”), and to assist the Board of Directors in fulfilling its legal and fiduciary responsibilities of the quality and integrity of the accounting, auditing, internal control and financial reporting practices of the Company and other such duties as directed by the Board of Directors. The duties and responsibilities of a member of the Audit Committee are in addition to those duties set out for a member of the Board of Directors.

The Audit Committee shall prepare, or cause to be prepared, the report required by the rules of the SEC to be included in the annual proxy statement solicited by the Company.

The Audit Committee shall review disclosures made to the Audit Committee by the Company's principal executive officer and principal financial officer during their certification process for the Company's annual and quarterly reports filed with the SEC.

The Audit Committee shall review compliance by directors, officers, and management with the Company's Insider Trading Policy on at least an annual basis.

#### ***Internal Controls***

The Audit Committee shall promote the development of an effective and continuously improving control environment, in concert with the management of the Company, to achieve the Company's objectives through an appropriate system of risk assessment and internal controls. The Audit Committee shall oversee the Company's internal audit function and will periodically review the responsibilities, resources, functions and performance of the internal audit department. The Audit Committee will review and concur in the appointment, replacement, reassignment, or dismissal of the director of internal audit.

On an ongoing basis the Audit Committee will review significant internal audit reports to management concerning the Company's risk management process and system of internal control and management's responses to such reports. The Committee will review significant findings on internal audits during the year, and management's responses thereto and respond to any difficulties the internal audit team encountered in the course of their audits, including any restrictions on the scope of their work or access to required information. The Committee will inquire as to the adequacy of the company's internal controls related to computerized information system controls and cyber security.

Management is responsible to report certain significant events to the Audit Committee including fraud, changes in significant accounting policies, legal matters that may have a material impact on the Company's financial statements and changes in accounting principles generally accepted in the United States of America.

#### ***Independent Auditors***

The Audit Committee shall have the sole authority and direct responsibility over the selection, appointment, compensation, retention and replacement, if necessary, of a firm of independent auditors which shall report directly to the Audit Committee to perform an annual audit of the Company. The Audit Committee shall also ensure that the lead (or concurring) independent audit partner does not serve in that capacity for more than five of the company's fiscal years, or the length of the rotation requirement of the SEC or the PCAOB, whichever is shorter. In addition, ensure that any partner other than the lead or concurring partner does not serve more than seven years at the partner level on the company's audit.

The Audit Committee shall oversee the work of the independent auditors and shall resolve any disputes between management and the independent auditors concerning financial reporting or accounting matters.

The Audit Committee shall pre-approve all auditing services and permitted non-audit services to be performed for the Company by its independent auditors in accordance with applicable Law. The Audit Committee may delegate such pre-approval authority to one or more Audit Committee members, provided that the decisions of such delegate shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee shall maintain open communications with the independent auditors of the Company and the management of the Company. At least annually, the Audit Committee shall meet with the independent auditors of the Company without the presence of the management of the Company. The Audit Committee Chairperson shall engage in open dialogue with the lead partner of the independent auditors as required.

The Audit Committee shall review the annual audit plans of the independent auditors.

The Audit Committee shall review the results of the annual audit of the independent auditors and recommend any action or responses deemed necessary. It shall also obtain from the independent auditors their report on the completeness of the audit procedures pursuant to the requirements to issue an audit opinion annually. Finally, the Committee shall obtain from the independent auditors the representation letters signed by the members of the management team attesting to their actions and responsibilities under U.S. GAAP and all applicable laws and regulations.

The Audit Committee shall obtain, at least annually, a formal written statement from the independent auditors confirming their independence from the Company and disclosing all relationships and services which may impact the independent auditor's objectivity and independence.

The Audit Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor and shall take appropriate action to oversee the independence of the independent auditor.

The independent auditor shall report the following to the Audit Committee prior to the filing of audit reports with the SEC: (i) all critical accounting policies and practices to be used; (ii) all alternative treatments within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and (iii) other material written communications between the independent auditor and management, including any management letters or responses to such letters. The Audit Committee shall consider and discuss such reports with the independent auditor.

The Audit Committee shall review whether management has sought a second opinion regarding a significant accounting issue from a source other than the independent auditor of the Company. If such an opinion is obtained, management should provide to the Audit Committee the rationale for the particular accounting treatment chosen in light of a second opinion.

The Audit Committee shall review with management and the independent auditors at least quarterly the Company's interim or annual financial results as well as all related disclosures.

The Audit Committee shall establish policies for the Company's hiring of current or former employees of the independent auditors.

#### ***Proxy Statement***

The Audit Committee shall prepare a report as required by the SEC for inclusion in the Company's proxy statement.

#### ***Corporate Compliance Committee***

The Audit Committee shall receive and review a report once per quarter as part of the Audit Committee meeting on the Compliance Framework activities, as governed by the Corporate Compliance Committee under the direction of the Chief Executive Officer. A senior executive will present this report on items not already covered under the scope described above of the Audit Committee.

#### ***All Other***

The Audit Committee shall be empowered to investigate any matter brought to its attention within its scope of responsibilities, with full power to retain outside legal counsel and/or experts in fulfilling its duties and purposes. The Company shall provide the necessary funding for the compensation of the Company's independent auditors, any outside counsel or advisers and the ordinary administrative expenses of the Audit Committee.

The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters, and the confidential,

anonymous submission by employees of concerns regarding the Company's financial statements or accounting policies.

The Audit Committee shall report regularly to the Board of Directors on its findings, recommendations and any other matters the Committee deems appropriate.

The Audit Committee shall conduct a self-evaluation on a bi-annual basis as a component of the Board of Directors' periodic self-assessment process.

The Chairperson of the Audit Committee shall be responsible for leadership of the Audit Committee, including, but not limited to, preparation of meeting agendas, presiding over the meetings, making committee assignments, reporting to the Board of Directors and maintaining open communication with the independent auditors and management of the Company. The Chairperson of the Audit Committee shall also oversee the administration of the Company's Code of Business Conduct and Ethics and its Compliance Hotline. The Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee may appoint a Vice Chairperson of the Audit Committee to assist the Chairperson of the Audit Committee in his or her duties.

The Committee does not itself prepare financial statements or perform audits, and its members are not auditors or certifiers of the Company's financial statements. It is not the duty of the Committee to conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable Laws. These duties are the responsibilities of management and the independent auditors.

The Audit Committee shall perform any other duties and responsibilities that are consistent with the Committee's purpose, the Company's Articles of Incorporation and By-Laws and applicable Laws, as the Board of Directors or the Committee deems necessary or appropriate.

#### **Article 4. Meetings**

The Audit Committee is expected to meet in person or by teleconference as often as it determines, but not less frequently than once each fiscal quarter. All meetings will be called by the Chairperson of the Audit Committee, with the Audit Committee having sole authority to invite members of the Company's management, the independent auditors or others as determined necessary.

The Committee shall make regular reports to the Board. The Committee shall convene in executive session from time to time as deemed necessary or appropriate by the Committee. The Committee shall prepare an agenda and minutes of all of its meetings.

#### **Article 5. Voting**

Each member of the Audit Committee shall have an equal vote on all matters requiring voting. A simple majority in attendance will decide the vote. In the case of a tie vote, the Chairperson of the Audit Committee shall be empowered to decide the outcome of the vote.

#### **Article 6. Charter Review**

This charter shall be reviewed by the Audit Committee and assessed for adequacy and updated, if necessary, at least annually based on applicable Laws and approved by the Board of Directors at the first meeting of each calendar year. The charter shall be published in accordance with applicable Laws.