

## **II-VI INCORPORATED CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

### **Article 1. Organization**

The Corporate Governance and Nominating 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 Corporate Governance and Nominating Committee shall be appointed by the Board of Directors on recommendations from this Committee. The Board of Directors may remove any member of the Committee at any time.

The Committee shall consist of a minimum of three members of the Board of Directors, each of whom shall be "independent" in accordance with the requirements of The NASDAQ Stock Market LLC ("NASDAQ") and applicable laws, rules and regulations (collectively, "Laws").

One member of the Committee will serve as Chairperson and shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance and Nominating Committee. In the case where the Board has elected a Lead Independent Director, that person will serve as the Chairperson of the Corporate Governance and Nominating Committee. The Chairperson of the Corporate Governance and Nominating Committee shall be responsible for leadership of the Committee, including, but not limited to, scheduling meetings, preparation of meeting agendas, presiding over the meetings, making committee assignments and reporting to the Board of Directors. For topics occurring outside of normally scheduled meetings, the Chairperson of the Corporate Governance and Nominating 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 purpose of the Corporate Governance and Nominating Committee is to ensure that the governance of the Company meets required standards and that the Board of Directors is appropriately constituted to meet its fiduciary obligations to the shareholders and the Company. To accomplish this purpose, the Corporate Governance and Nominating Committee develops and recommends to the Board of Directors policies and processes regarding corporate governance matters.

The responsibilities of the Committee shall be as follows:

- a. Evaluate the current composition, organization and governance of the Board of Directors and its Committees, determine future requirements and make recommendations to the Board for approval.
- b. Determine desired board skills and attributes and conduct searches for prospective board members whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board of Directors.
- c. Administer the Board performance evaluation process including conducting surveys of director observations, suggestions and performance.
- d. Evaluate and make recommendations to the Board of Directors concerning the appointment of Directors to Board Committees and the selection of Board Committee Chairs.
- e. Monitor Board and Committee meeting schedules and effectiveness.

- f. Evaluate and consider matters relating to the qualifications of Directors, including compliance with any rules and regulations issued by NASDAQ and appropriate State and Federal regulators.
- g. The Corporate Governance and Nominating Committee shall review and assess its performance on a periodic basis, including input from the Board of Directors. The Committee will also provide a system for monitoring Board effectiveness at least every two years.
- h. Assess and monitor the developmental requirements of the Board and Board members and administer the annual training and development budget.
- i. Responsible for the periodic review of succession plans for the CEO, and other senior executives. These reviews will be conducted at least annually. The Governance and Nominating Committee is to periodically report to the Board of Directors on these matters.
- j. 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 Law, as the Board of Directors or the Committee deems necessary or appropriate.

The Corporate Governance and Nominating Committee shall have full access to the Company's books, records, facilities and personnel and to the Board of Directors as necessary to carry out its responsibilities. The Committee also may select, retain and obtain, at its sole discretion, the advice of any recruiting firm, consultant, independent legal counsel and/or other advisors (collectively, "Advisors") to assist the Corporate Governance and Nominating Committee in its responsibilities hereunder. The Corporate Governance and Nominating Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Advisors retained by the Committee. The Company shall provide for appropriate funding of reasonable compensation to any Advisors.

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

The Corporate Governance and Nominating Committee is expected to meet in person or by teleconference as often as it determines. All meetings will be called by the Chairperson of the Corporate Governance and Nominating Committee, with the Committee having sole authority to invite members of the Company's management and 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 Corporate Governance and Nominating 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 Corporate Governance and Nominating Committee shall be empowered to decide the outcome of the vote.

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

This charter shall be reviewed 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.

