

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

### **Article 1. Organization**

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

The Subsidiary Committee shall consist of a minimum of two (2) non-management members of the Board of Directors.

One member of the Subsidiary Committee will serve as Chairperson of the Subsidiary Committee and shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance and Nominating Committee. The Chairperson of the Subsidiary Committee shall be responsible for leadership of the Subsidiary Committee, including, but not limited to, scheduling meetings, preparation of meeting agendas, presiding over the meetings, making committee assignments, and reporting to the full Board of Directors. For topics occurring outside of normally scheduled meetings, the Chairperson of the Subsidiary Committee may represent the entire Committee with an update to be provided to the Committee at the next normally scheduled meeting.

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

It shall be the role of the Subsidiary Committee to review the Company's operating subsidiaries as directed from time to time by the Board of Directors and to report back to the Board of Directors on material developments. The duties and responsibilities of a member of the Subsidiary Committee are in addition to those duties set out for a member of the Board of Directors.

The Subsidiary Committee shall promote the development of an effective and continuously improving environment in the Company's operating subsidiaries, in concert with the management of the Company, to achieve the Company's objectives through appropriate means.

Fulfillment of these responsibilities will necessitate assigning members of the Subsidiary Committee to attend, from time to time, Subsidiary Oversight Committee (SOC) meetings conducted by the Management of the Company. The Chairperson of the Subsidiary Committee will coordinate directly with the Chief Executive Officer relative to assignments for committee members to attend meetings or reviews at subsidiaries of the Company.

### **Article 4. Meetings**

The Subsidiary Committee is expected to meet in person or by teleconference at least once per year. All meetings will be called by the Chairperson of the Subsidiary 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 Subsidiary 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 Subsidiary 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.

February 10, 2017