



II-VI INCORPORATED

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Article 1. Organization

The Corporate Governance and Nominating Committee (the “**Corporate Governance and Nominating Committee**” or the “**Committee**”) of the Board of Directors of II-VI Incorporated (the “**Company**”) is a committee of the Board of Directors.

Article 2. Membership

The members of the Corporate Governance and Nominating Committee are appointed by the Board of Directors on recommendations from the Committee. Committee members serve until their successors are duly elected and qualified, or their earlier resignation or removal. The Board of Directors may remove any member of the Committee at any time.

The Committee consists of a minimum of three members of the Board of Directors, each of whom must 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 serves as Chairperson, and is appointed by the Board of Directors upon the recommendation of the Committee. If the Board has elected a Lead Independent Director, that person serves as the Chairperson of the Committee. The Chairperson of the Committee is 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 that require immediate action, the Chairperson of the Committee may act on behalf of 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 under applicable Laws, 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 Committee develops and recommends to the Board of Directors policies and processes regarding corporate governance matters.



The responsibilities of the Committee are as follows:

- a. Evaluate the size, 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 skills and attributes of, and conduct searches for, prospective directors whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board of Directors. Annually review with the Board of Directors the criteria that the Committee believes appropriate for membership on the Board of Directors.
- c. Develop a pool of potential director candidates for consideration in the event of a vacancy on the Board of Directors.
- d. Consider the performance and suitability of incumbent directors in determining whether to nominate them for re-election.
- e. Consider shareholder nominees for election to the Board of Directors.
- f. Make recommendations to the Board of Directors as to the determination of director independence.
- g. Administer the Board of Directors performance evaluation process, including conducting surveys of director observations, suggestions and performance.
- h. Evaluate and make recommendations to the Board of Directors concerning the appointment of directors to Board committees and the selection of Board committee chairpersons.
- i. Monitor the meeting schedules and effectiveness of the Board of Directors and its committees.
- j. 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 and self-regulatory organizations.
- k. Review and assess its performance on a periodic basis, including input from the Board of Directors. The Committee also provides a system for monitoring Board effectiveness at least every two years.
- l. Assess and monitor the developmental requirements of the Board and Board members, and administer the annual training and development budget.
- m. Assess the adequacy of succession planning for management of the Company.



- n. Annually review and, if necessary, recommend to the Board of Directors changes to the Company's Corporate Governance Guidelines.
- o. 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 has 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 Committee in its responsibilities. The Committee is directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee. The Company provides 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 are 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 makes regular reports to the Board of Directors. The Committee convenes in executive session from time to time as deemed necessary or appropriate by the Committee. The Committee prepares an agenda and minutes of all of its meetings.

Article 5. Voting

Each member of the Corporate Governance and Nominating Committee has an equal vote on all matters requiring voting. A simple majority in attendance decides the vote. In the case of a tie vote, the Chairperson of the Committee is empowered to decide the outcome of the vote.

Article 6. Charter Review

This charter is reviewed by the Committee and assessed for adequacy at least annually, and the Committee submits any recommended changes to the Board of Directors for consideration and approval at the first meeting of the Board of Directors of each calendar year. The charter must at all times comply with applicable Laws.

February 22, 2019