



**II-VI INCORPORATED (the “Company”)
CHARTER OF THE SUBSIDIARY COMMITTEE (the “Committee”)
OF THE BOARD OF DIRECTORS (the “Board”)**

Article 1. Organization

The Committee is a committee of the Board.

Article 2. Membership

The members of the Committee are appointed by the Board of Directors on recommendation from the Corporate Governance and Nominating Committee annually, recognizing the need for continuity of membership from year to year. Committee members serve until their successors are duly appointed, or until their earlier resignation or removal. Upon recommendation by the Corporate Governance and Nominating Committee, the Board may remove any member of the Committee at any time.

The Committee consists of a minimum of two non-management members of the Board.

One member of the Committee serves as its Chair, and is appointed by the Board on the recommendation of the Corporate Governance and Nominating Committee. The Chair is responsible for Committee leadership, including scheduling meetings, preparing meeting agendas, presiding over meetings, making Committee assignments, and reporting to the full Board. For topics occurring outside of scheduled meetings requiring immediate action, the Chair may act on behalf of the entire Committee, with an update provided to the Committee at its next scheduled meeting.

Article 3. Roles and Duties

The Committee reviews the Company’s activities, organization or structure, as directed from time to time by the Board. This may include reviews of:

- The Company’s operating subsidiaries
- The Company’s merger and acquisition opportunities
- Integration of acquired businesses into the Company
- The Company’s science and technology portfolio and development activities



The duties and responsibilities of a Committee member are in addition to those as a Board member.

The Committee promotes the development of an effective and continuously improving environment in the Company's activities, organization and structure, in concert with Company management, to achieve the Company's objectives through appropriate means.

Fulfillment of these responsibilities necessitates assigning members of the Committee, as well as non-Committee members of the Board, to attend meetings conducted by Company management. The Committee Chairperson coordinates directly with the Company's Chief Executive Officer relative to who attends those meetings.

Article 4. Meetings

The Committee is expected to meet in person or by teleconference at least once per year. All meetings will be called by the Chair, with the Committee having authority to invite non-Committee Board members, members of Company management, and others the Committee deems necessary.

The Committee makes regular reports to the Board. 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 its meetings.

Article 5. Voting

Each member of the Committee has an equal vote on all matters requiring a vote. A simple majority in attendance decides the vote. In the case of a tie vote, the Chair decides the outcome.

Article 6. Charter Review

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



II-VI Incorporated
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laws. This charter supersedes and replaces the Subsidiary Committee charter, as of the effective date below.

February 22, 2019