

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name II-VI Incorporated		2 Issuer's employer identification number (EIN) 25-1214948	
3 Name of contact for additional information Mary Jane Raymond, Chief Financial Officer	4 Telephone No. of contact 724-352-5281	5 Email address of contact investor.relations@ii-vi.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 375 Saxonburg Boulevard		7 City, town, or post office, state, and ZIP code of contact Saxonburg, PA 16056	
8 Date of action July 1, 2022	9 Classification and description Common Stock		
10 CUSIP number 902104108	11 Serial number(s)	12 Ticker symbol IIVI	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ [See attachment.](#)

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ [See attachment.](#)

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ [See attachment.](#)

II-VI INCORPORATED
EIN: 25-1214948
ATTACHMENT TO IRS FORM 8937 – PART II
REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the “Code”). This attachment includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Merger (as defined below) on the tax basis of shares of common stock of II-VI Incorporated (“II-VI”), received in the Merger in exchange for shares of common stock of Coherent, Inc. (“Coherent”). The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of stockholders. Neither II-VI nor Coherent provides tax advice to its stockholders. The example provided below is illustrative and is being provided pursuant to Section 6045B of the Code and as a convenience to stockholders and their tax advisers when establishing their specific tax positions. You are urged to consult your tax advisors regarding the particular consequences of the Merger to you, including the applicability and effect of all U.S. federal, state and local tax laws and foreign tax laws. Please read the joint proxy statement/prospectus filed with the Securities and Exchange Commission (the “SEC”) by II-VI and Coherent on April 27, 2021 (as amended on May 4, 2021 and as supplemented by Coherent in its Form 8-K, as amended, filed on June 15, 2021), which was declared effective on May 6, 2021 and mailed to Coherent shareholders on or about May 10, 2021, noting especially the discussion therein under the heading “Material U.S. Federal Income Tax Consequences of the Merger”. You may access the joint proxy statement/prospectus at www.sec.gov.

Line 14. Describe the organizational action and, if applicable, the date of the action or the date against which the shareholders’ ownership is measured from the action.

On July 1, 2022, pursuant to the terms and conditions of the Agreement and Plan of Merger (the “Merger Agreement”), dated March 25, 2021, by and among Coherent, II-VI and Watson Merger Sub Inc., a wholly-owned subsidiary of II-VI (“Merger Sub”), Merger Sub merged with and into Coherent, with Coherent surviving the merger as a wholly owned subsidiary of II-VI (the “Merger”).

Pursuant to the terms and conditions of the Merger Agreement, each issued and outstanding share of common stock of Coherent, par value \$0.01 per share (the “Coherent Common Stock”) (other than (x) shares of Coherent Common Stock owned by II-VI, Coherent, or any direct or indirect wholly owned subsidiary of II-VI or Coherent or (y) shares of Coherent Common Stock owned by stockholders who have properly exercised and perfected appraisal rights under Delaware law) was cancelled and extinguished and automatically converted into the right to receive (A) \$220.00 in cash, without interest and (B) 0.91 of a validly issued, fully paid and nonassessable share of II-VI common stock, no par value per share (“II-VI Common Stock”) (and, if applicable, cash in lieu of fractional shares, without interest).

Line 15. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.

Pursuant to Section 1012 of the Code, the U.S. holders of Coherent Common Stock will have a basis in each share of II-VI Common Stock equal to the fair market value of such share as of the date of the exchange.

Line 16. Describe the calculation of the change in basis and the data that supports the calculation, such as the market value of securities and the valuation date.

The basis of each share of II-VI Common Stock received by the U.S. holders of Coherent Common Stock should be computed to be equal to the fair market value of each such share of II-VI Common Stock. Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specifically prescribe how you should determine the fair market value of II-VI Common Stock. You should consult your tax advisor to determine what measure of fair market value is appropriate.

There are several possible methods for determining the fair market value of II-VI Common Stock. One possible approach is to utilize the average of the high and low NASDAQ market trading prices on July 1, 2022 for II-VI Common Stock, i.e. \$49.83, as an indication of the fair market value. This is based on the trading day of July 1, 2022, for which the trading day low was \$48.76 and the trading day high was \$50.90, the average of which is \$49.83 per share. Other approaches to determine the fair market value may also be possible. You are not bound by the approach illustrated above and may, in consultation with your tax advisor, use another approach in determining fair market value for II-VI Common Stock.

Line 17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.

Sections 1001 and 1012.

Line 18. Can any resulting loss be recognized?

A U.S. holder generally will recognize gain or loss for U.S. federal income tax purposes in an amount equal to the difference, if any, between (i) the sum of the amount of cash and the fair market value (as of the effective time of the Merger) of the shares of II-VI Common Stock received pursuant to the Merger and (ii) such U.S. holder's adjusted tax basis in the shares of Coherent Common Stock surrendered in exchange therefor.

Line 19. Provide any other information necessary to implement the adjustment, such as the reportable tax year.

The Merger was effective on July 1, 2022. For a holder of Coherent Common Stock whose taxable year is the calendar year, the reportable tax year is 2022.