



**II-VI INCORPORATED (THE “COMPANY”)
CHARTER OF THE COMPENSATION AND HUMAN CAPITAL COMMITTEE OF THE
BOARD OF DIRECTORS (THE “BOARD”)**

Article 1. Organization

The Compensation and Human Capital Committee (the “Committee”) is a Board committee.

Article 2. Membership

The members of the Committee are appointed by the Board on recommendation from the Environmental, Social Responsibility and Governance Committee (the “ESG Committee”). Committee members serve until their successors are duly appointed, or until their earlier resignation or removal. The Board may remove a member of the Committee at any time.

The Committee consists of a minimum of three members of the Board, each of whom must comply with the independence and other requirements of the Company’s Corporate Governance Guidelines.

No member of the Committee may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any of its subsidiaries, other than director’s fees (including fees paid for committee service), except as permitted by applicable law. No former officer of the Company may serve as a member of the Committee.

One member serves as Chair of the Committee (the “Chair”), and is appointed by the Board on recommendation of the ESG Committee. For topics occurring outside of normally scheduled meetings that require immediate action, the Chair may act on behalf of the entire Committee, with an update provided to the Committee at its next meeting.

Article 3. Purpose

The purpose of the Committee is to assist the Board in discharging the Board’s oversight responsibilities for:

- The Company’s compensation and incentive philosophy for its employees
- Compensation of the Company’s officers and directors, in accordance with the Company’s stated compensation strategy and philosophy, in light of its business and human capital strategy, competitive practices and regulatory requirements
- The Company’s human capital management strategies
- Compensation-related risk

Article 4. Responsibilities

The Committee:

- a. Annually reviews and recommends to the Board, for its approval, with the engagement of a compensation consultant (“Compensation Consultant”), the compensation package for non-employee Board members and any prospective changes. The Committee has the sole authority over the selection, appointment, compensation, retention, and replacement, if necessary, of any Compensation Consultant.

- b. Annually reviews and approves all aspects of the Chief Executive Officer's (the "CEO's") terms of employment, goals, objectives, and "Total Compensation" (defined as compensation, equity, benefits and perquisites). In evaluating the CEO's Total Compensation, the Committee considers comparisons to an established peer group, as well as the CEO's and the Company's performance against goals. The CEO must not be present during voting or deliberations on CEO Total Compensation.
- c. Annually reviews and approves all aspects of the Total Compensation of the other executive officers who are subject to Section 16(a) of the Exchange Act ("Section 16 Officers"), taking into account recommendations provided by the Compensation Consultant and the CEO.
- d. Annually reviews and determines the composition of the peer group used for determining Section 16 Officer market compensation, and approves competitive targets versus the peer group.
- e. Reviews and approves employment and post-employment arrangements applicable to Section 16 officers.
- f. Oversees compliance with the Company's stock ownership program for directors and Section 16 officers.
- g. Reviews and approves equity grants to all consultants.
- h. Reviews and approves equity grants to employees other than Section 16 Officers; provided that the Committee may recommend that the Board approve the delegation to the CEO of the power to make new hire and promotional grants to employees who are not Section 16 Officers.
- i. For the Company's compensation-related plans, including its equity-based incentive compensation plans, employee stock purchase plans, and deferred compensation plans ("Plans"):
 - i. Reviews the Plans, and makes recommendations for approval to the Board;
 - ii. Makes recommendations to the Board about discretionary decisions that are provided for in the Plans;
 - iii. Has the authority to (A) adopt, administer, approve, and ratify awards and award amendments, (B) review and monitor awards, (C) interpret and administer the plans.
- j. Establishes, reviews, and approves changes to the Company's policy on recoupment of incentive compensation in the event of a financial restatement.
- k. Considers the results of shareholder advisory votes on executive compensation (say-on-pay) and voting frequency, and recommends to the Board any action that the Company should take in response.
- l. Annually reviews and approves the Company's Compensation Discussion and Analysis on senior executive compensation in the Company's proxy statement, and compensation and human capital-related reports in the Company's Annual Report on Form 10-K.
- m. Approves the overall compensation philosophy for Company employees.
- n. Reviews with management the Company's human capital management strategy and practices, which may include succession planning, employee engagement, employee safety, and diversity, equity and inclusion.
- o. Reviews at least annually (i) the Company's compensation arrangements to determine whether they encourage excessive risk-taking, (ii) the relationship between risk management policies and practices and compensation, and (iii) compensation policies and practices that could mitigate any such risk.
- p. Oversees the Company's Investment and Administration Committee, to which the Company has delegated its administrative duties with respect to, and its fiduciary duty to supervise the investment of the assets of, the II-VI Incorporated 401(k) Profit Sharing Plan (the "II-VI Plan"). Oversight duties include reviewing the Investment and Administration Committee's periodic reports and any other reports the Committee requests from time to time.
- q. Oversees the Company's relationship with philanthropic organizations that the Company sponsors.



- r. Performs other duties and responsibilities that are consistent with the Committee's purpose, as well as those that the Board assigns to the Committee.

Article 5. Access; Advisors

The Committee has full access to the Company's books, records, facilities and personnel, and to the Board, as necessary to carry out its responsibilities. The Committee also may select, retain and obtain, at its sole discretion, compensation consultants, independent legal counsel, or other advisors (collectively, "Advisors") to assist it in its responsibilities. The Committee is directly responsible for the appointment, compensation and oversight of the work of the Advisors and the Company is responsible for paying their reasonable compensation, as determined by the Committee. The Committee may select, or receive advice from, an Advisor after taking into consideration all factors relevant to that person's or entity's independence from the Company and management, including the following:

- a. The provision of other services to the Company by the Advisor;
- b. The amount of fees received from the Company by the Advisor, as a percentage of the total revenue of the Advisor;
- c. The policies and procedures of the Advisor that are designed to prevent conflicts of interest;
- d. Any business or personal relationship of the Advisor with a member of the Committee;
- e. Any stock of the Company that is owned by the Advisor;
- f. Any business or personal relationship of the Advisor, or the person employed by the Advisor, with a Section 16 Officer of the Company; and any other factors relating to independence, as required, from time to time, by applicable law.

The Committee has no obligation to implement or act consistently with the advice or recommendations of any Advisor. The Committee exercises its own best judgment in fulfilling its duties.

Article 6. Meetings; Reports; Evaluations

The Committee meets virtually or in person as often as it determines, but not less frequently than twice each fiscal year. All meetings are called by the Chair, and the Committee has sole authority to invite others, including members of Company management. The Committee convenes in executive session from time to time as it deems necessary.

The Chair prepares an agenda, in consultation with the Board Chair, and minutes of all of its meetings, but may delegate this responsibility to the Company Secretary or another member of the Company's Legal department. The Committee makes regular reports to the Board.

The Committee performs a self-evaluation no less than annually.

Article 7. Voting

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

Article 8. Charter Review



II-VI Incorporated
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The Committee reviews and assesses the adequacy of this Charter at least annually, and submits recommended changes to the Board for approval at its first regularly scheduled meeting of the calendar year.

February 18, 2022