



**II-VI INCORPORATED (THE “COMPANY”)
CHARTER OF THE ENVIRONMENTAL, SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE OF THE
BOARD OF DIRECTORS (THE “BOARD”)**

Article 1. Organization

The Environmental, Social Responsibility and Governance Committee (the “Committee”) is a Board committee.

Article 2. Membership

The members of the Committee are appointed by the Board on recommendation from the Committee. Committee members serve until their successors are duly elected and qualified, or 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.

One member of the Committee serves as Chair of the Committee (the “Chair”), and is appointed by the Board upon the recommendation of the Committee. The Board’s Lead Independent Director serves as the Chair of the Committee. For topics occurring outside of normally scheduled meetings that require immediate action, the Chair of the Committee 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:

- Provide guidance on, and oversight of, the Company’s ethical culture and sustainability vision, and its environmental, social and governance goals
- Ensure that the governance of the Company meets the requirements of applicable law
- Ensure that the Board defines the qualifications for, and considers and appoints, well qualified candidates for all Board positions, and for the Chief Executive Officer position.

Article 4. Responsibilities

The Committee:

Environmental, Social and Governance (“ESG”)

- a. Reviews and approves management’s strategy for discharging the Company’s ESG goals, ensuring that they are in line with the Company’s overall business strategy and that they enable execution through responsible operations.
- b. Oversees and monitors the Company’s engagement with external stakeholders on ESG issues.
- c. Oversees management’s systems to assure occupational and environmental health and safety, the hygiene and security of the Company’s facilities and operations, and compliance with law.
- d. Monitors external developments, and management’s risk management system for mitigating the



impact of developments, that are likely to have a material impact on the Company's reputation or its ability to conduct business responsibly, including regarding social media, data privacy, and cybersecurity.

- e. Coordinates with the Compensation and Human Capital Committee on oversight of the Company's strategies to attract, develop, and retain the top talent while creating a workplace that is open, supportive, diverse, equitable and inclusive.

Nominations

- a. Evaluates the size, composition, and organization of the Board and its committees, determines future requirements, and makes recommendations to the Board for approval.
- b. Assesses and monitors the developmental requirements of Board members, and provides training and development opportunities.
- c. Determines the desired skills and attributes of, and conducts or oversees the selection of, third-party searches for prospective directors. Develops a pool of potential director candidates, including shareholder nominees, and evaluates and proposes nominees for election to the Board. Considers the performance and suitability of incumbent directors in determining whether to nominate them for re-election.
- d. Makes recommendations to the Board as to the determination of director independence.
- e. Administers a Board effectiveness and performance evaluation process.
- f. Evaluates and makes recommendations to the Board concerning the establishment of new committees, the appointment of directors to Board committees, and the selection of Board committee chairs.
- g. Periodically reviews and assesses committee performance, including with input from the Board.
- h. Evaluates and considers matters relating to Board compliance with applicable law.
- i. Annually reviews and, if necessary, recommends to the Board changes to the Company's Corporate Governance Guidelines.

Other

- a. In coordination with the Compensation and Human Capital Committee, assesses the adequacy of succession planning for management of the Company.
- b. Oversees the systems, policies, controls, and procedures that Company management puts in place (i) to identify, mitigate, manage risks and incidents related to cyber security, and (ii) to disclose risks and incidents related to cyber security.
- c. Performs other duties and responsibilities that are consistent with the Committee's charter, 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, 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.



Article 6. Meetings; Reports; Evaluations

The Committee is meets virtually or in person or by teleconference as often as it determines, but not less frequently than once each fiscal quarter. All meetings are called by the Chair of the Committee, and the Committee has sole authority to invite others, including members of Company management.

The Chair prepares an agenda, in consultation with the Board Chair, and minutes of all of its meetings, and may delegate this responsibility to a member of Company management. The Committee makes regular reports to the Board. The Committee convenes in executive session from time to time necessary.

The Committee performs a self-evaluation at least annually.

Article 7. Voting

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

Article 8. Charter Review

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