



**II-VI INCORPORATED (THE “COMPANY”)
CHARTER OF THE STRATEGY, TECHNOLOGY, ACQUISITION, AND RISK COMMITTEE OF THE
BOARD OF DIRECTORS (THE “BOARD”)**

Article 1. Organization

The Strategy, Technology, Acquisition, and Risk Committee (the “Committee”) is a Board committee.

Article 2. Membership

The Board appoints one director to serve as Chair of the Committee, on the recommendation of the Environmental, Social Responsibility and Governance Committee (the “ESG Committee”). 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.

The remaining members of the Committee serve “ex officio,” due to their roles as chairs of the Board’s Audit, Compensation and Human Capital, and ESG Committees. Ex officio Committee members have a vote, and all other duties and powers, of a Committee member.

The Chair and other Committee members serve until their successors are duly appointed, or until their earlier resignation or removal. Upon recommendation by the ESG Committee, the Board may remove the Chair or any other member of the Committee at any time.

The Chair, on behalf of the Committee, may invite other Board members to participate in Committee activities from time to time (“Ad Hoc Members”). The duties of Ad Hoc Members are defined by the Committee, in relation to the project in which they participate; they do not have a vote, or any of the other duties and powers of other Committee members.

Article 3. Purpose

The purpose of the Committee is to assist the Board in its oversight of Company strategy, its technology roadmap, acquisitions and divestitures, and risk.

Article 4. Responsibilities

The Committee reviews the Company’s:

- Strategy, structure and operations
- Acquisition and divestiture opportunities
- Integration of acquired businesses
- Science and technology portfolio and development activities

In addition, the Committee oversees the Company’s enterprise risk management program, strategic and



operational risk, and risks not overseen by another committee, and such other items as the Board may direct from time to time.

To fulfill its responsibilities, the Chair assigns members of the Committee, as well as non-Committee members of the Board, to attend meetings conducted by Company management. The Committee Chair coordinates directly with the Company's Chief Executive Officer relative to who attends those meetings.

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 meets virtually or in person as often as it determines, but not less frequently than once each quarter. All meetings are called by the Chair, 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 as deemed necessary or appropriate by the Committee.

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 vote, the Chair 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