

Bain Capital Investment Thesis

March 19, 2021



Forward-looking Statements

This communication contains forward-looking statements relating to future events and expectations that are based on certain assumptions and contingencies. The forward-looking statements are made pursuant to the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995 and relate to II-VI's performance on a going-forward basis. The forward-looking statements in this communication involve risks and uncertainties, which could cause actual results, performance or trends to differ materially from those expressed in the forward-looking statements herein or in previous disclosures.

The Company believes that all forward-looking statements made in this release have a reasonable basis, but there can be no assurance that management's expectations, beliefs or projections as expressed in the forward-looking statements will actually occur or prove to be correct. Factors that could cause actual results to differ materially from those discussed in the forward-looking statements herein include, but are not limited to: (i) the failure of any one or more of the assumptions stated above to prove to be correct; (ii) the outcome of any discussions between the Company and Coherent with respect to a possible transaction, including the possibility that the parties will not enter into a definitive agreement for a transaction and that the proposed investment by Bain will not be consummated; (iii) the conditions to the completion of any transaction with Coherent and with Bain, including the receipt of any required stockholder and regulatory approvals, and the risks that those conditions will not be satisfied in a timely manner or at all; (iv) the Company's ability to finance the proposed transaction with Coherent, the substantial indebtedness the Company expects to incur in connection with the proposed transaction and the need to generate sufficient cash flows to service and repay such debt; (v) the possibility that the Company may be unable to achieve expected synergies, operating efficiencies and other benefits within the expected time-frames or at all and to successfully integrate Coherent's operations with those of the Company; (vi) the possibility that such integration may be more difficult, time-consuming or costly than expected or that operating costs and business disruption (including, without limitation, disruptions in relationships with employees, customers or suppliers) may be greater than expected in connection with the proposed transaction; (vii) litigation and any unexpected costs, charges or expenses resulting from the possible transaction; (viii) the risk that disruption from a transaction materially and adversely affects the respective businesses and operations of the Company and Coherent, (ix) potential adverse reactions or changes to business relationships resulting from the announcement, pendency or completion of the transaction, (x) the ability of the Company to retain and hire key employees; (xi) the risks relating to forward-looking statements and other "Risk Factors" discussed in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2020 and additional risk factors that may be identified from time to time in future filings of the Company; (xii) the purchasing patterns of customers and end-users; (xiii) the timely release of new products, and acceptance of such new products by the market; (xiv) the introduction of new products by competitors and other competitive responses; (xv) the Company's ability to integrate recently acquired businesses and realize synergies, cost savings and opportunities for growth in connection therewith, together with the risks, costs and uncertainties associated with such acquisitions and integration efforts; (xvi) the Company's ability to devise and execute strategies to respond to market conditions; (xvii) the risks to anticipated growth in industries and sectors in which the Company and Coherent operate; (xviii) the risks to realizing the benefits of investments in R&D and commercialization of innovations; (xix) the risks that the Company's stock price will not trade in line with industrial technology leaders; and (xx) the risks of business and economic disruption related to the currently ongoing COVID-19 outbreak and any other worldwide health epidemics or outbreaks that may arise. The Company disclaims any obligation to update information contained in these forward-looking statements whether as a result of new information, future events or developments, or otherwise.

No Offer or Solicitation

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Additional Information and Where to Find It

This communication does not constitute an offer to buy or solicitation of an offer to sell any securities. This communication relates to a proposal that II-VI has made for a business combination transaction with Coherent. In furtherance of this proposal and subject to future developments, II-VI (and, if a negotiated transaction is agreed to, Coherent) may file one or more registration statements, proxy statements, tender offer statements or other documents with the SEC. This communication is not a substitute for any proxy statement, registration statement, tender offer statement, prospectus or other document II-VI and/or Coherent may file with the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF II-VI AND COHERENT ARE URGED TO READ THE PROXY STATEMENT(S), REGISTRATION STATEMENT, TENDER OFFER STATEMENT, PROSPECTUS AND/OR OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY IN THEIR ENTIRETY IF AND WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Any definitive proxy statement(s) or prospectus(es) (if and when available) will be mailed to stockholders of II-VI and/or Coherent, as applicable. Investors and security holders will be able to obtain free copies of these documents (if and when available) and other documents filed with the SEC by II-VI through the web site maintained by the SEC at www.sec.gov, and by visiting II-VI's investor relations site at <https://ii-vi.com/investor-relations/>.

Participants in the Solicitation

This communication is neither a solicitation of a proxy nor a substitute for any proxy statement or other filings that may be made with the SEC. Nonetheless, II-VI and its directors and executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. You can find information about II-VI's executive officers and directors in II-VI's proxy statement for its 2020 annual meeting, which was filed with the SEC on September 29, 2020 and in II-VI's Annual Report on Form 10-K for the fiscal year ended June 30, 2020, which was filed with the SEC on August 26, 2020. Additional information regarding the interests of such potential participants will be included in one or more registration statements, proxy statements, tender offer statements or other documents filed with the SEC if and when they become available.

Bain Capital Investment Thesis

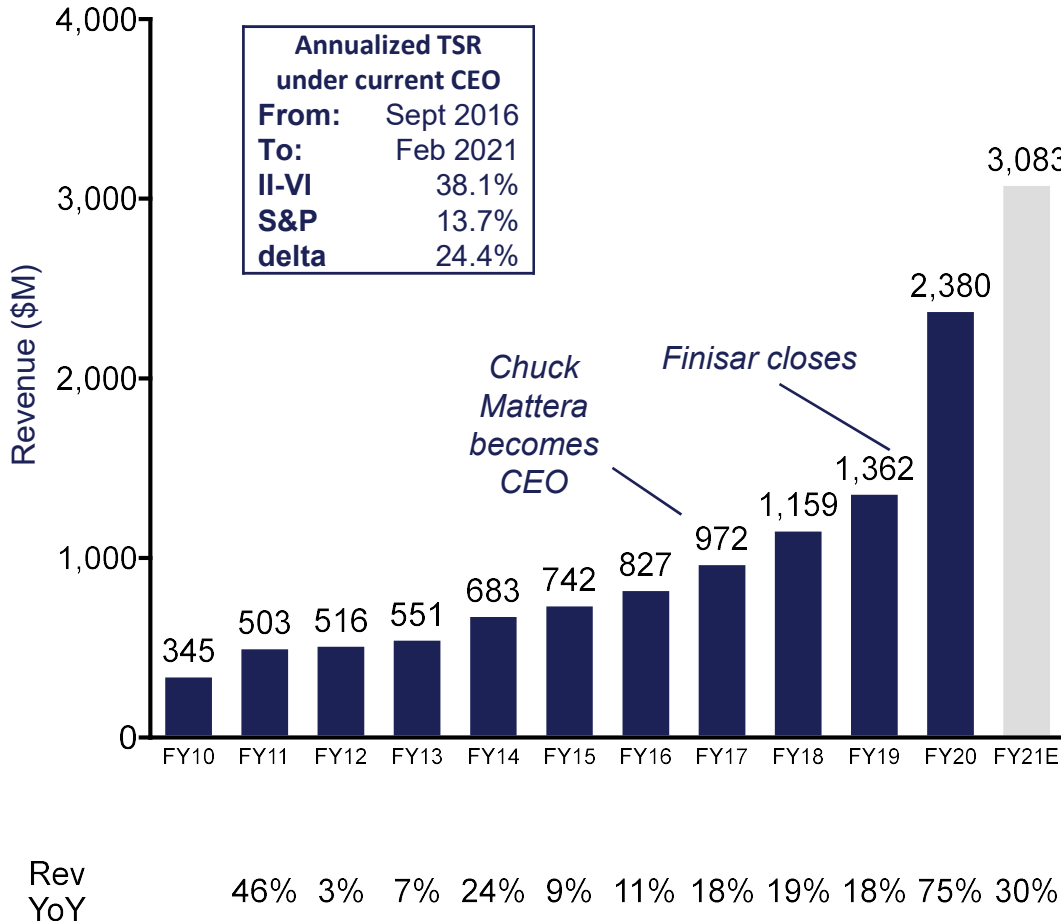
Pillars of Bain Capital's Investment Thesis

- **Bain Capital will invest up to \$2.15B in preferred equity to support the II-VI/COHR merger**
 - Average conversion price is a **16% premium** to current stock price
 - Supports post-closing balance sheet at **3.8x net leverage multiple**⁽¹⁾
- **II-VI has a tremendous track record and management team**
 - Strong operational and M&A history
 - Consistently disciplined, strategic approach
- **We believe the photonics industry will be a double-digit growth business in the near term**
 - II-VI is exposed to megatrends like data growth, 5G, electric vehicles, aerospace and defense, and life sciences
- **II-VI and Coherent are well-positioned in their key segments**
 - Industry-leading R&D with leading positions and clear strengths in key technologies
- **The two firms together would be a clear technology leader in the photonics value chain**
 - The combined companies are committed to significant R&D, which enable II-VI and Coherent to compete effectively in next generation technologies
- **We are confident in the \$250M synergy plan**
 - Comparable to Finisar experience
- **II-VI + Coherent will be a highly diversified photonics firm with high growth potential**
 - More diverse end markets ⇨ less margin volatility
 - Combined company most closely resembles industrial tech leaders who trade at substantially higher multiples

Proven Management Team

Strong record of organic growth and successful acquisitions

II-VI Historic/Estimated Revenue (Not PF)



II-VI Management Team



Chuck Mattera – CEO

- CEO since 2016
- Joined in 2005, Prev COO and EVP
- Engineering background (Bell Labs)
- PhD in Chemistry from Brown



Mary Jane Raymond – CFO

- Since 2014
- Previously CFO Hudson Global, VP Merger and Integration at Lucent



Giovanni Barbarossa - Chief of Strategy

- Joined in 2012, Prev CTO, head of Laser Sol
- Prior Avanex and Lucent
- PhD Photonics from U of Glasgow



Sunny Sun – President of Photonics

- Pres of Photonic Solutions since 2016, previously GM of Optical Comm.
- Previously CEO of Koncent, and Photop



Bob Bashaw – President

- President since 2019, VP strategy in 2018
- Previously Corporate Lawyer; involved in all major II-VI transaction over last 25 years



Chris Koppen – CTO

- Joined in 2011 via acq, drives tech roadmap
- Previously Meriton, Lucent
- PhD in Physics from UPenn

Growing Market

Foresee continued, strong market growth driven by exposure to multiple megatrends

Rapidly Penetrating Sectors



Communications

Fiber optic communication and data transmission for telecom and datacenters



Manufacturing

Laser cutting, welding, surface treatments, 3D printing for various end markets



Healthcare and Life Sciences

Lasik, laser surgery, medical imaging, diagnostics, DNA sequencing, biophotonics



Automotive and Energy

EV power conversion, photovoltaics, LiDAR for AVs



Consumer Electronics

Sensors for 3D Sensing, AR/VR, smart home devices



Aerospace and Defense

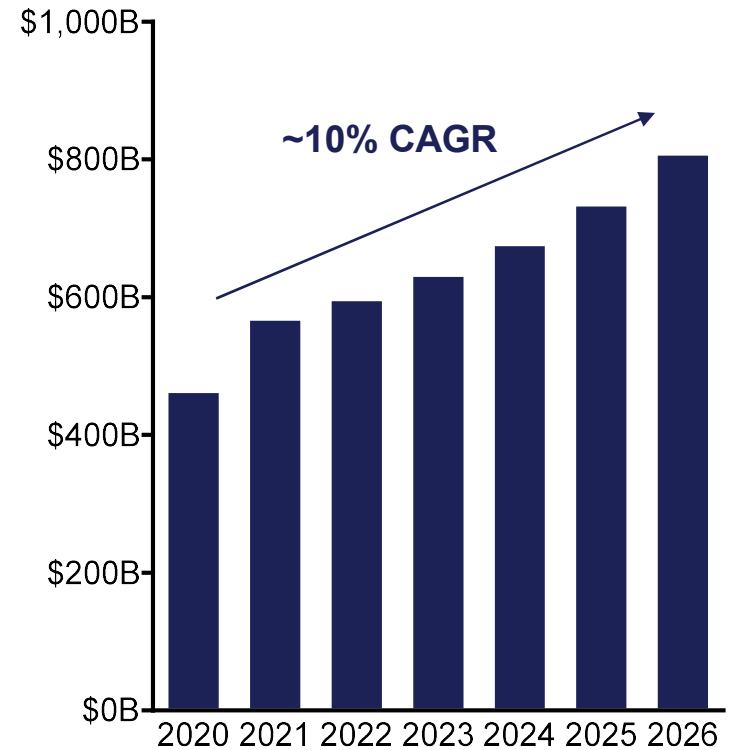
IR Sensing, ISR, Directed energy lasers



PCB Fabrication

Photolithography for PCBs

Industry Growth



Well-Positioned in Core Industries

Growth supported by commercial and technology strength in key business lines

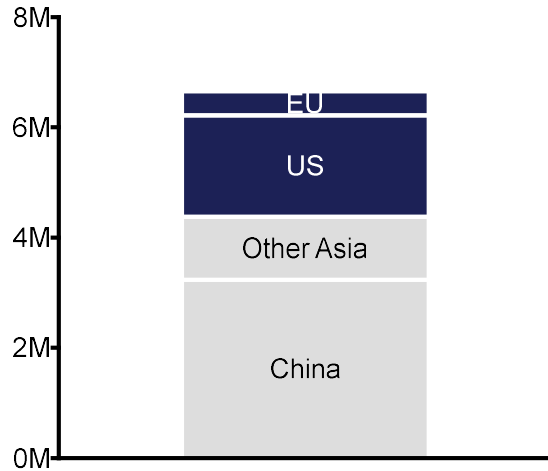
Key exposures	Secular Growth Drivers	Position
Communications (Datacom, Telecom)	Increasing data needs, mobile traffic growth	#1 or #2 in several product lines
Industrial Lasers and Components	Precision manufacturing, Industrial MFG capex	#1 in components
★ Material Processing	Materials capex	Strong product line in a competitive space
★ Micro-electronics	OLED penetration (and capex)	Clear leadership in excimer laser annealing systems
Indium Phosphide and Optoelectronics	3D sensing (facial recognition, LiDAR)	Very strong technology and growth
Aerospace and Defense	Hypersonics, Directed Energy, Contested Space	Rapid growth and technology leadership
★ Medical / Life Sciences	Laser surgery, Diagnostics, DNA sequencing	Leadership presence in several key applications
Silicon Carbide	5G, electric vehicles	Technology, scale and cost leadership

★ = Coherent area of focus

Leading Platform

Global Footprint

Facility Sq. Footage by Location



- Manufacturing scale and cost leadership
- Footprint built for purpose

Innovation Leader

II-VI Global R&D Footprint



- ~2,450 patents and ~4,050 RD&E + S&M personnel
- Strong co-development program with customers

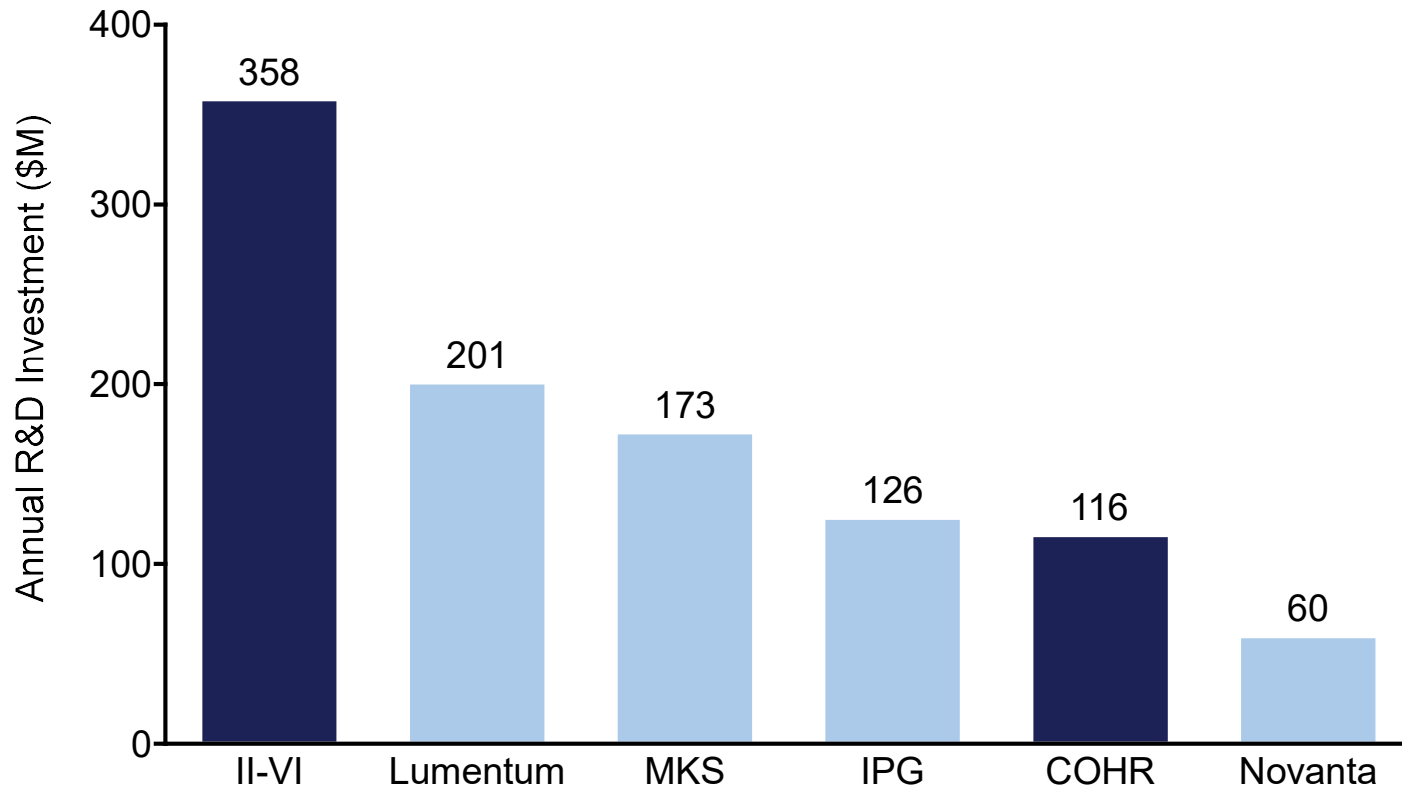
Virtuous cycle in technology leadership:

Strong investment in tech ⇒ rapid market entry and share gain ⇒ gain scale and drive cost leadership ⇒ further R&D investment

R&D Strength

History of substantial investment in R&D, which will drive future growth

LTM 12/31/2020 R&D Investment



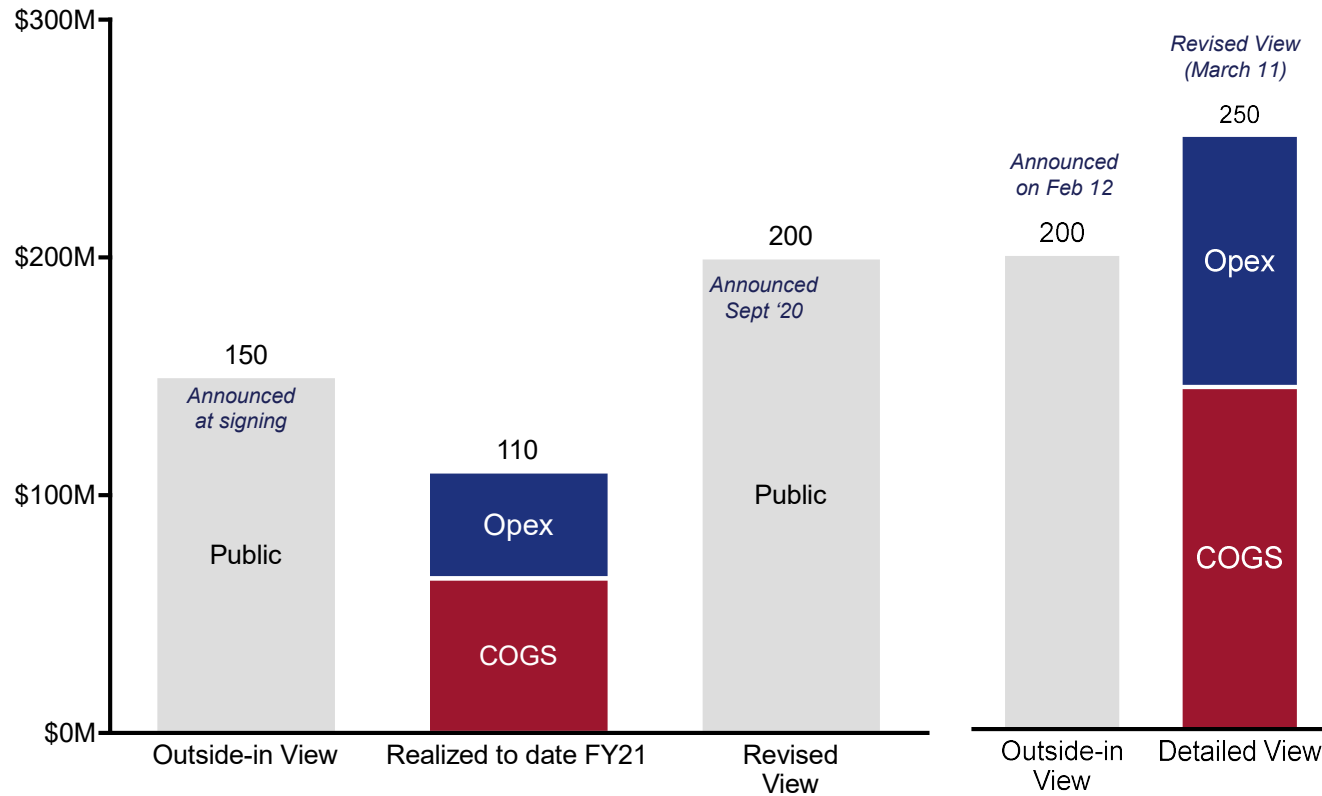
- Combined company on a PF basis will be the leader in R&D investment
- Historically, II-VI has demonstrated a strong ability to generate returns on R&D investment

Confidence in Synergies

We have high conviction in management’s synergy view and take confidence in their Finisar experience and record

Finisar Synergies Evolution (Incremental FY22 EBITDA)

Coherent Synergies Expectation (Incremental EBITDA 36 Months Post Close)



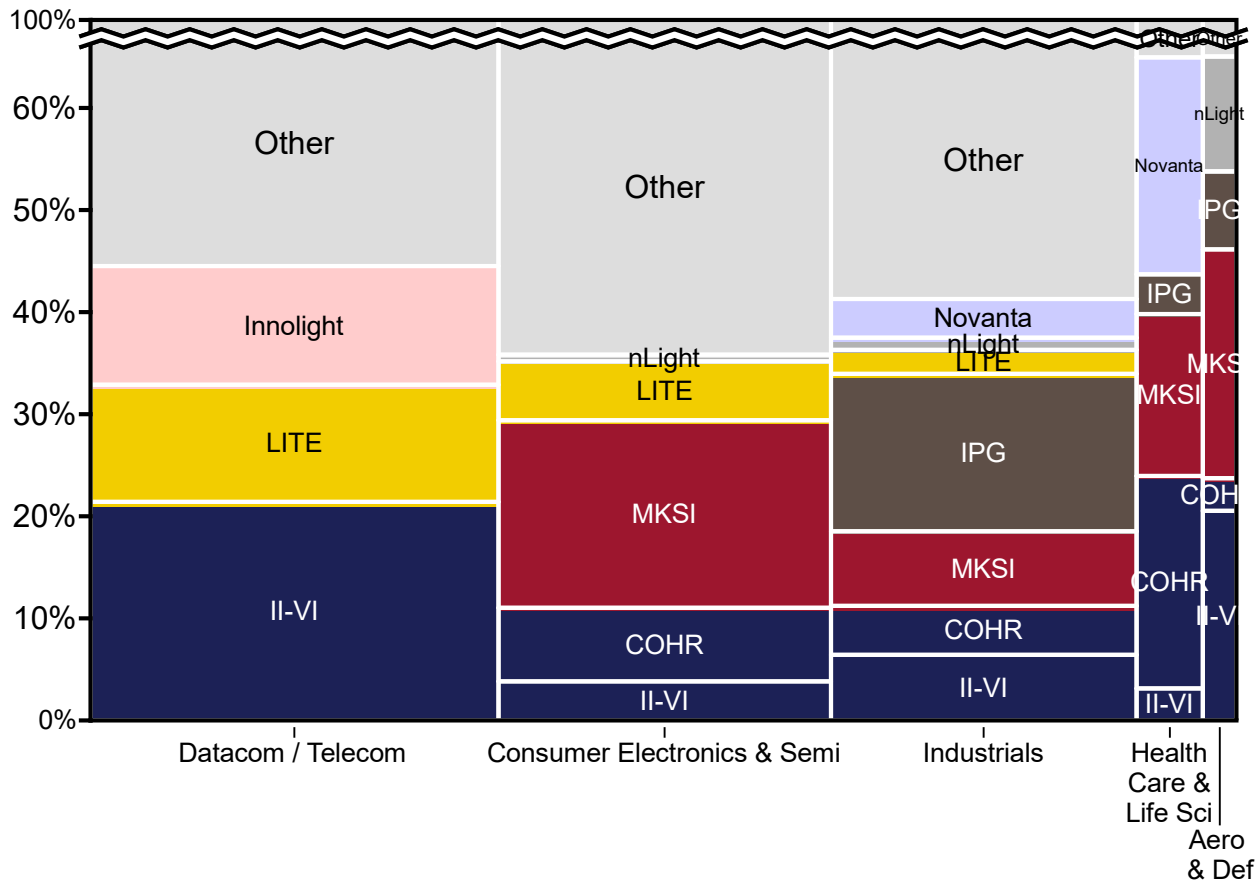
Sources of Synergies

- More efficient R&D with scale
- Development cost savings
- Consolidation of corporate costs
- Global functional model efficiencies
- Supply chain management
- Infeed – internal supply of enabling materials and components
- Global supply chain function savings

Greater Diversification and Scale

We believe the combined company will have a diverse set of profit pools, which will in turn create strategic benefits and a more stable earnings profile

Public Peer FY20 Revenue Comparison



Why scale and diversity matter:

- More stable profitability
- Multiple growth levers
- Higher R&D investments
- Manufacturing efficiency
- Better market intelligence
- Deeper customer relationships

Diversification and Scale

Combined company benefits from significantly greater scale than its peers

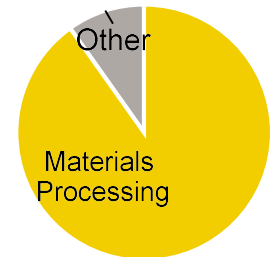
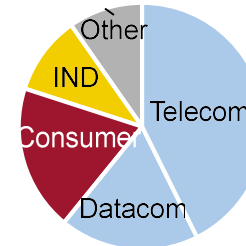
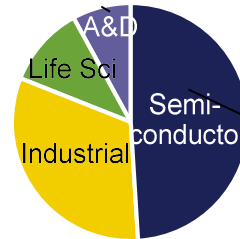
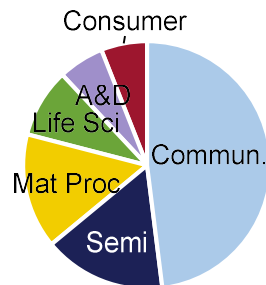


Scale

Revenue (CY20)	\$4.1B	\$2.3B	\$1.7B	\$1.2B
Adj. EBITDA (CY20) ²	\$1.1B ⁽¹⁾	\$640M	\$625M	\$335M
TEV (as of 3/15/21)	\$15B ⁽³⁾	\$9B	\$7B	\$10B

Exposures

End sectors



Potential for Re-rating of Trading Multiple

	Industrial Tech Comparables					PF Combo
P/E Multiple	18-23x	21-26x	26-32x	28-33x	30-34x	
Revenue CY20	\$11.3B	\$4.3B	\$5.5B	\$6.2B	\$3.1B	\$4.1B
Adj. EBITDA CY20 ⁽¹⁾ (margin)	\$2.6B (23%)	\$1.3B (30%)	\$1.6B (28%)	\$1.4B (22%)	\$0.7B (22%)	\$1.1B ⁽²⁾ (27%)
2Y Fwd Revenue CAGR	10%	10%	8%	8%	6%	11% ⁽⁴⁾
R&D % of rev	8%	17%	7%	6%	6% ⁽³⁾	11%

Combination of II-VI and COHR is comparable to leading industrial tech firms and should command a similar multiple

Bain Capital Investment Details

- Up to \$2.15B equity financing from Bain Capital in the form of preferred stock ⇒ 5% dividend, **\$85.00 conversion price**
- \$750M initial investment committed for funding after signing of merger agreement
- \$750M committed for funding at closing of the merger
- Potential additional commitment of up to \$650M for funding at closing of the merger to reduce leverage
 - Pro forma leverage of ~3.8x with synergies post-close*