COMPENSATION RECOVERY ("CLAWBACK")

Policy No. LAW-016

1.0 PURPOSE

This policy establishes the company's framework for recovering certain incentive-based compensation from current and former executive officers as required by 10D-1 of the Securities and Exchange Act of 1934 and applicable stock exchange listing standards following an accounting restatement.

2.0 SCOPE

This policy applies to Coherent Corp. ("Coherent" or "company") executive officers, meaning the company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the company in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the company. Executive officers of the company's parent(s) or subsidiaries are deemed executive officers of the company if they perform such policy-making functions for the company. Policy-making function is not intended to include policy-making functions that are not significant. An "executive officer" for purposes of this Policy includes, at a minimum, executive officers identified pursuant to Item 401(b) of SEC Regulation S-K.

3.0 REQUIREMENTS

3.1 When Clawback is Triggered

Subject to the terms of this policy, the company shall recover, reasonably promptly, the amount of erroneously awarded compensation resulting from an accounting restatement due to the material noncompliance of the company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously-issued financial statements that is material to the previously-issued financial statements, or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period.

3.2 Compensation Subject to Clawback

In the event clawback is triggered, certain "incentive-based compensation" is clawed back by the company, meaning any compensation that is granted, earned or vested based wholly or in part upon the attainment of a financial reporting measure. Financial reporting measures are the measures that are determined and presented in accordance with the accounting principles used in preparing the company's financial statements, and any measures that are derived wholly or in part from such measures. Stock price and total shareholder return are also financial reporting measures. A financial reporting measure need not be presented within the financial statements or included in a filing with the SEC.

In the event clawback is triggered, this policy applies to any incentive-based compensation received by a person:

- After the effective date of this policy;
- After beginning service as an executive officer;
- Who served as an executive officer at any time during the performance period for that incentive-based compensation;
- While the company has a class of securities listed on a national securities exchange or a national securities association; and

- During the three completed fiscal years immediately preceding the date that the company is required to prepare an accounting restatement as described above. In addition to these last three completed fiscal years, this policy shall apply to any transition period (that results from a change in the company's fiscal year) within or immediately following those three completed fiscal years. However, a transition period between the last day of the company's previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months would be deemed a completed fiscal year. The company's obligation to recover erroneously awarded compensation is not dependent on if or when the restated financial statements are filed.

Incentive-based compensation is deemed "received" in the company's fiscal period during which the financial reporting measure specified in the incentive-based compensation award is attained, even if the payment or grant of the incentive-based compensation occurs after the end of that period.

Items of compensation that are **not** incentive-based compensation under this policy include, but are not limited to:

- Salaries.
- Bonuses paid solely at the discretion of the Compensation and Human Capital Committee of the Board (the "Committee") or the Board that are not paid from a bonus pool that is determined by satisfying a financial reporting measure.
- Bonuses paid solely upon satisfying one or more subjective standards and/or completion of a specified employment period.
- Non-equity incentive plan awards earned solely upon satisfying one or more strategic measures or operational measures.
- Equity awards for which the grant is not contingent upon achieving any financial reporting measure performance goal and vesting is contingent solely upon completion of a specified employment period (e.g., time-based vesting equity awards) and/or attaining one or more measures that are not financial reporting measures.

3.3 Date of Accounting Restatement

The date that the Company is required to prepare an accounting restatement (as described above) is the earlier to occur of:

- The date on which the Board, a committee thereof or the Company's officer(s) authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an accounting restatement (as described above); and
- The date a court, regulator or other legally authorized body directs the Company to prepare an accounting restatement (as described above).

3.4 Clawback Calculation

The amount of incentive-based compensation subject to this policy is the amount of incentive-based compensation received that exceeds the amount of incentive-based compensation that otherwise would have been received had it been determined based on the restated amounts and shall be computed without regard to any taxes paid ("erroneously awarded compensation").

For incentive based compensation based on stock price or total shareholder return, where the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in an accounting restatement: (i) the amount shall be based on a reasonable estimate of the effect of the accounting restatement on the stock price or total shareholder return upon which the incentive based compensation was received; and (ii) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to the appropriate exchange (i.e., the Nasdaq Stock Market, if the Company's securities are listed on such national stock exchange, or the New York Stock Exchange, if the Company's securities are listed on such national stock exchange).

3.5 Exceptions / Impracticability of Recovery

The Company shall recover erroneously awarded compensation in compliance with this policy except to the extent that the conditions below are met, and the Committee has made a determination that recovery would be impracticable:

- The direct expense paid to a third party to assist in enforcing this policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on expense of enforcement, the company shall make a reasonable attempt to recover such erroneously awarded compensation, document such reasonable attempt(s) to recover, and provide that documentation to the relevant exchange.
- Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impracticable to recover any amount of erroneously awarded compensation based on violation of home country law, the company shall obtain an opinion of home country counsel, acceptable to the relevant exchange, that recovery would result in such a violation, and shall provide such opinion to the relevant exchange.
- Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

3.6 Reporting and Disclosure

The company shall file all disclosures with respect to this policy in accordance with the rules and regulations of the SEC and relevant exchange.

3.7 Indemnification and Insurance Prohibition

The company may not indemnify any executive officer against the loss of erroneously awarded compensation. The company may not pay for or reimburse insurance premiums for an insurance policy that covers potential recovery obligations.

3.8 Effective Date

This policy shall become effective as of the date on which the rules of the relevant exchange require the Company to adopt such policy and, as of such date, the company's previous version of this policy shall be revoked and superseded by this policy.

3.9 Authority of the Compensation and Human Capital Committee of the Board

This policy shall be administered and interpreted by the Compensation and Human Capital Committee of the Board (the "Committee") in accordance with the rules of the Exchange, Section 10D of the Exchange Act and other applicable federal securities laws and regulations. Except as limited by

applicable law, and subject to the provisions of this Policy, the Committee shall have full power, authority and sole and exclusive discretion to construe, interpret and administer this policy, including the discretion to determine the appropriate means to recover erroneously paid incentive-based compensation. In addition, the Committee shall have full and exclusive power to adopt such rules, regulations and guidelines for carrying out this Policy as it may deem necessary or proper. Subject to Section 6.4, this policy also may be administered by the Board, and, in such case, all references herein to the Committee shall be deemed references to the independent members of the Board, as applicable.

3.10 Decisions are Binding

In making any determination or in taking or not taking any action under this policy, the Committee may obtain and rely on the advice of experts, including employees of, and professional advisors to, the Company. Any action taken by, or inaction of, the Committee or its delegates relating to or pursuant to this Policy shall be within the absolute discretion of the Committee or its delegates. Such action or inaction of the Committee or its delegates shall be conclusive and binding on the Company and any current or former executive officer affected by such action or inaction.

3.11 Policy Not Exclusive

Any right of recovery under this policy is in addition to, and not in lieu of, any other remedies or rights of recovery, recoupment, forfeiture or offset that may be available to the company pursuant to the terms of any other applicable company policy, compensation or benefit plan, agreement or arrangement or other agreement or applicable law; provided, however, that there shall be no duplication of recovery of the same compensation.

3.12 Amendments to this Policy

This Policy may only be amended by the Board.

4.0 CONSEQUENCES FOR POLICY VIOLATIONS

If you violate this policy, you may be subject to disciplinary action, up to and including termination.

5.0 REPORTING CONCERNS

Violations of this Policy should be reported to the Coherent Compliance Hotline (www.coherent.ethicspoint.com) or to the Chief Legal and Compliance Officer (CLCO).

6.0 ADDITIONAL RESOURCES

N/A

7.0 REVISION HISTORY

Revision	Date	Description of Change	Requested By
Original	December 1, 2023	Initial Release	CLCO
Revision 1	July 23, 2026	Updated for formatting and alignment with new policy template as part of enterprise-wide effort to update Policy Center.	Corporate Compliance