

II-VI INCORPORATED
SUBSIDIARY COMMITTEE CHARTER

Article 1. Organization

The Subsidiary Committee of the Board of Directors of II-VI Incorporated (the "Company") shall be a permanent committee of the Board of Directors.

Article 2. Membership

The members of the Subsidiary Committee shall be appointed by the Board of Directors on recommendations from the Nominating and Corporate Governance committee annually recognizing the need for continuity of membership from year to year.

The Subsidiary Committee shall consist of a minimum of two (2) non-management members of the Board of Directors.

One member of the Subsidiary Committee will serve as Chairman of the Subsidiary Committee and shall be appointed by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee. The Chairman of the Subsidiary Committee shall be responsible for leadership of the Subsidiary Committee, including, but not limited to, preparation of meeting agendas, presiding over the meetings, making committee assignments, reporting to the Board of Directors and maintaining open communication with the management of the Company and the Company's operating subsidiaries.

Article 3. Roles and Duties

It shall be the role of the Subsidiary Committee to oversee the activities of the Company's operating subsidiaries as directed from time to time by the Board of Directors and to report back to the Board of Directors on material developments. The duties and responsibilities of a member of the Subsidiary Committee are in addition to those duties set out for a member of the Board of Directors.

The Subsidiary Committee shall promote the development of an effective and continuously improving environment in the Company's operating subsidiaries, in concert with the management of the Company, to achieve the Company's objectives through appropriate means.

The Subsidiary Committee shall be empowered to investigate any matter within its scope of responsibilities, with full power to retain outside legal counsel and/or experts in fulfilling this purpose.

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The Subsidiary Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding activities of the Company's operating subsidiaries and the confidential, anonymous submission by employees of concerns regarding activities of the Company's operating subsidiaries.

The Subsidiary Committee shall also perform such other duties and responsibilities as may be assigned to it, from time to time, by the Board of Directors of the Company, including service as an advisory Board member of any subsidiary of the Company.

Article 4. Meetings

The Subsidiary Committee is expected to meet in person or by teleconference as often as it determines. All meetings will be called by the Chairman of the Subsidiary Committee, with the Committee having sole authority to invite members of the Company's management and others as determined necessary.

Article 5. Voting

Each member of the Subsidiary Committee shall have an equal vote on all matters requiring voting. A simple majority in attendance will decide the vote. In the case of a tie vote, the Chairman of the Subsidiary Committee shall be empowered to decide the outcome of the vote.

Article 6. Charter Review

This charter shall be reviewed and assessed for adequacy and updated, if necessary, at least annually based on applicable Laws and approved by the Board of Directors at the first meeting of the Board of Directors each fiscal year.

August 15, 2009