

**II-VI INCORPORATED
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Article 1. Organization

The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee shall be appointed by the Board of Directors on recommendations from this Committee.

The Committee shall consist of a minimum of three members of the Board of Directors. All of the members of the Nominating and Corporate Governance Committee shall be independent directors.

One member of the Committee will serve as Chairman and shall be appointed by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee. The Chairman of the Nominating and Corporate Governance Committee shall be responsible for leadership of the Committee, including, but not limited to, preparation of meeting agendas, presiding over the meetings, making committee assignments and reporting to the Board of Directors.

Article 3. Roles and Duties

The purpose of the Nominating and Corporate Governance Committee is to ensure that the Board of Directors is appropriately constituted to meet its fiduciary obligations to the shareholders and the Company. To accomplish this purpose, the Nominating and Corporate Governance Committee develops and implements policies and processes regarding corporate governance matters, assesses Board membership needs and makes recommendations regarding potential director candidates to the Board of Directors.

The responsibilities of the Committee shall be as follows:

- a. Evaluate the current composition, organization and governance of the Board of Directors and its Committees, determine future requirements and make recommendations to the Board for approval.
- b. Determine desired board skills and attributes and conduct searches for prospective board members whose skills and attributes reflect those desired. Evaluate and propose nominees for election to the Board of Directors.
- c. Administer the Board performance evaluation process including conducting surveys of director observations, suggestions and preferences.
- d. Evaluate and make recommendations to the Board of Directors concerning the appointment of Directors to Board Committees and the selection of Board Committee Chairs.
- e. Monitor Board and Committee meeting schedules.
- f. Evaluate and consider matters relating to the qualifications, compensation and retirement of Directors, including compliance with any rules and regulations issued by the National Association of Securities Dealers, Inc.

- g. The Nominating and Corporate Governance Committee shall review and assess its performance on a periodic basis.

Article 4. Meetings

The Nominating and Corporate Governance 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 Nominating and Corporate Governance 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 Nominating and Corporate Governance 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 Nominating and Corporate Governance 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. The charter shall be published in accordance with applicable Laws.

September 1, 2004