

## **COHERENT CORP. (THE “COMPANY”) CHARTER OF THE ENVIRONMENTAL, SOCIAL RESPONSIBILITY AND GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS (THE “BOARD”)**

### **Article 1. Organization**

The Environmental, Social Responsibility and Governance Committee (the “Committee”) is a Board committee.

### **Article 2. Membership**

The members of the Committee are appointed by the Board on recommendation from the Committee. Committee members serve until their successors are duly elected and qualified, or their earlier resignation, removal, disability or death. The Board may remove a member of the Committee at any time with or without cause.

The Committee consists of a minimum of three members of the Board, each of whom must be independent in accordance with the rules of the New York Stock Exchange and comply with the independence and other requirements of the Company’s Corporate Governance Guidelines.

The Board’s Lead Independent Director serves as the Chair of the Committee (the “Chair”). For topics occurring outside of normally scheduled meetings that require immediate action, the Chair of the Committee may act on behalf of the entire Committee, with an update provided to the Committee at its next meeting.

### **Article 3. Purpose**

The purpose of the Committee is to:

- Provide guidance on, and oversight of, the Company’s ethical culture and sustainability vision, and its environmental, social and governance goals;
- Develop and maintain the Company’s corporate governance policies and any related matters required by federal securities laws;
- Ensure that the governance of the Company meets the requirements of applicable law;
- Carry out the responsibilities delegated by the Board relating to the Company’s director nomination process and procedures;
- In coordination with the Compensation and Human Capital Committee, succession planning;
- Ensure that the Board defines the qualifications for, and considers and appoints, well-qualified candidates for all Board positions, and for the Chief Executive Officer position.

## **Article 4. Responsibilities**

The Committee:

### Environmental, Social and Governance (“ESG”)

- a. Reviews and approves management’s strategy for discharging the Company’s ESG goals, ensuring that they are in line with the Company’s overall business strategy and that they enable execution through responsible operations.
- b. Oversees and monitors the Company’s engagement with external stakeholders on ESG issues.
- c. Oversees management’s systems to assure occupational and environmental health and safety, the hygiene and security of the Company’s facilities and operations, and compliance with law.
- d. Monitors external developments, and management’s risk management system for mitigating the impact of developments, that are likely to have a material impact on the Company’s reputation or its ability to conduct business responsibly, including regarding social media, data privacy, and cybersecurity.
- e. Coordinates with the Compensation and Human Capital Committee on oversight of the Company’s strategies to attract, develop, and retain the top talent while creating a workplace that is open, supportive, diverse, equitable and inclusive.

### Nominations

- a. Evaluates the size, composition, and organization of the Board and its committees, determines future requirements, and makes recommendations to the Board for approval.
- b. Assesses and monitors the developmental requirements of Board members and provides training and development opportunities.
- c. Reviews and assesses and makes recommendations to the Board regarding the desired qualifications, qualities, skills and other expertise required to be a director and criteria to be considered in selecting nominees for director – which criteria shall be set forth in the Company’s Corporate Governance Guidelines (the “Director Criteria”).
- d. Identifies and screens (including through the engagement and use of third-party search firms) individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider director candidates recommended by the Company’s shareholders who are validly made in accordance with applicable laws, rules and regulations and the provisions of the Company’s Bylaws.
- e. Makes recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders or any special meeting of shareholders at which directors are to be elected.
- f. Considers the performance and suitability of incumbent directors in determining whether to nominate them for re-election.

- g. Recommends to the Board nominees to fill vacancies and newly created directorships on the Board.
- h. Reviews any director resignation letter tendered in accordance with the Company's director resignation policy and evaluates and recommends to the Board whether such resignation should be accepted.
- i. Oversees the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies, and procedures in the Company's corporate governance framework, including its Articles of Incorporation and Bylaws.
- j. Reviews and discusses with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and recommends that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
- k. Develops, subject to the approval by the Board, a process for an annual evaluation of the Board and its committees and oversees the conduct of this annual evaluation.
- l. Makes recommendations to the Board as to the determination of director independence.
- m. Evaluates and considers matters relating to Board compliance with applicable law.
- n. Annually reviews and, if necessary, recommends to the Board changes to the Company's Corporate Governance Guidelines.

#### Other

- a. In coordination with the Compensation and Human Capital Committee, assesses the adequacy of succession planning for management of the Company.
- b. Oversees the systems, policies, controls, and procedures that Company management puts in place (i) to identify, mitigate, manage risks and incidents related to cybersecurity; and (ii) to disclose risks and incidents related to cybersecurity.
- c. Performs other duties and responsibilities that are consistent with the Committee's charter, as well as those that the Board assigns to the Committee.

#### **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. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms.

## **Article 6. Meetings; Reports; Evaluations**

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

The Committee performs a self-evaluation of the performance of its duties under this Charter at least annually and shall present the results of the evaluation to the Board.

## **Article 7. Voting**

Each member of the Committee has an equal vote on all matters requiring a vote. A simple majority in attendance decides the vote. If there is a tie, the Chair of the Committee 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 23, 2023