



Coherent Corp.
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USA

**COHERENT CORP. (THE “COMPANY”)
CHARTER OF THE COMPENSATION AND HUMAN CAPITAL COMMITTEE
OF THE BOARD OF DIRECTORS (THE “BOARD”)**

Article 1. Organization

The Compensation and Human Capital Committee (the “Committee”) is a Board committee.

Article 2. Membership

The members of the Committee are appointed by the Board. Committee members serve until their successors are duly appointed, or until 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 a “non-employee director” as defined in Section 16 of the Securities Exchange Act of 1934 (the “Exchange Act”), be independent in accordance with the rules of the New York Stock Exchange (the “NYSE”) and comply with the independence and other requirements of the Company’s Corporate Governance Guidelines.

In determining the independence of any director who will serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship with the Company that is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to: (A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, as well as whether the director receives compensation from any person or entity that would impair his or her ability to make independent judgments about the Company’s executive compensation and (B) whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company, as well as whether any such affiliate relationship places the director under the direct or indirect control of the Company’s senior management.

One member serves as Chair of the Committee (the “Chair”) and is appointed by the Board, or, if no such appointment is made, by the members of the Committee. For topics occurring outside of normally scheduled meetings that require immediate action, the Chair 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 assist the Board in discharging the Board’s oversight responsibilities for:

- The Company’s compensation and incentive philosophy for its employees;
- Compensation of the Company’s officers and directors, including all named executive and Section 16 officers, in accordance with the Company’s stated compensation strategy and philosophy, in light of its business and human capital strategy, competitive practices and regulatory requirements;
- The Company’s human capital management strategies;
- Compensation-related risk.

In addition, the Committee shall prepare any report of the Committee required by the rules and regulations of

the Securities and Exchange Commission or NYSE.

Article 4. Responsibilities

The Committee:

- a) Reviews and approves the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants, to provide for appropriate rewards and incentives for the Company's management and employees, taking into account whether such rewards and incentives encourage undue or inappropriate risk taking by such personnel.
- b) Annually reviews and approves all aspects of the Chief Executive Officer's (the "CEO's") terms of employment, goals, objectives, and "Total Compensation" (defined to include compensation, equity, benefits and perquisites). In evaluating the CEO's Total Compensation, the Committee considers comparisons to an established peer group, as well as the CEO's and the Company's performance against goals. The CEO must not be present during voting or deliberations on the CEO's Total Compensation.
- c) Reviews, assesses and makes recommendations to the Board regarding the compensation of the members of the Board.
- d) Reviews, considers and selects, to the extent determined to be advisable, a peer group of appropriate companies for purposes of benchmarking and analysis of compensation for executive officers and directors.
- e) Reviews and approves employment and post-employment agreements, arrangements and/or plans applicable to current and former executive officers.
- f) Recommends to the Board any stock ownership guidelines for executive officers and non-employee directors, and periodically assesses these guidelines and recommends revisions as appropriate. The Committee shall oversee compliance with the Company's stock ownership program for directors and current executive officers.
- g) Reviews compensation-related plans and makes recommendations for approval of discretionary decisions provided for in the plans to the Board. The Committee has the authority to (A) adopt, administer, approve, and ratify awards and award amendments; (B) review and monitor awards; and (C) interpret and administer compensation-related plans.
- h) Establishes, reviews, and approves changes to the Company's policy on recoupment of incentive compensation in the event of a financial restatement.
- i) Considers the results of shareholder advisory votes on executive compensation (say-on-pay) and voting frequency and implements any action that the Company should take in response. In particular, the Committee considers the most recent say-on-pay in making determinations regarding the Total Compensation of the CEO and the other current executive officers.
- j) Reviews and discusses with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommends that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-

K and proxy statement, and produces the Committee's report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

- k) Approves the overall compensation philosophy for Company employees.
- l) Reviews with management the Company's human capital management strategy and practices, which may include employee engagement; employee safety; diversity, equity and inclusion; and, in coordination with the Nominating and Corporate Governance Committee, succession planning. Oversees the Company's Investment & Benefits Committee, to which the Company has delegated its administrative duties with respect to, and its fiduciary duty to supervise the investment of the assets of, the Coherent Corp. 401(k) Profit Sharing Plan and the Coherent, Inc., Employee Retirement and Investment Plan. Oversight duties include reviewing the Investment and Administration Committee's periodic reports and any other reports the Committee requests from time to time.
- m) Performs other duties and responsibilities that are consistent with the Committee's purpose, 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, compensation 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 may select, or receive advice from, an Advisor after taking into consideration all factors relevant to that person's or entity's independence from the Company and management, including the following:

- a) The provision of other services to the Company by the Advisor;
- b) The amount of fees received from the Company by the Advisor, as a percentage of the total revenue of the Advisor;
- c) The policies and procedures of the Advisor that are designed to prevent conflicts of interest;
- d) Any business or personal relationship of the Advisor with a member of the Committee;
- e) Any stock of the Company that is owned by the Advisor;
- f) Any business or personal relationship of the Advisor, or the person employed by the Advisor, with a Section 16 Officer of the Company; and any other factors relating to independence, as required, from time to time, by applicable law.

Before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than in-house legal counsel or any compensation consultant, legal counsel or other adviser whose role is limited in the manner specified in the NYSE listing standards), the Committee considers all factors relevant to the independence of such consultant, counsel or adviser from management, including the factors set forth in the NYSE listing standards then in effect and any other applicable laws, rules or regulations. The Committee shall also annually evaluate whether any compensation consultant retained or to be retained by the Committee has any conflict of interest that is required to be disclosed in the Company's annual proxy statement. The Committee has no obligation to implement or act consistently with the advice or recommendations of any Advisor. The Committee exercises its own best judgment in fulfilling its duties.

Article 6. Meetings; Reports; Evaluations

The Committee meets virtually or in person as often as it determines, but not less frequently than twice each fiscal year. All meetings are called and presided over by the Chair, and the Committee has sole authority to invite others, including members of Company management. A quorum at a meeting of the Committee is a majority of the committee members. The Committee convenes in executive session from time to time as it deems necessary.

The Chair prepares an agenda and minutes for all of its meetings, but may delegate this responsibility to the Company Secretary or another member of the Company's legal department. The Committee makes regular reports to the Board.

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. A simple majority in attendance decides the vote. In the case of a tie, the Chair of the Committee decides the outcome. Any action that the Committee may take at a meeting may be taken by unanimous written consent (which may take the form of an email or other electronic communication).

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.

November 19, 2025