

**CHARTER FOR THE
GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF
COHERENT, INC.**

PURPOSE:

The purpose of the Governance and Nominating Committee is to ensure that the Board of Directors is properly constituted to meet its fiduciary obligations to stockholders and the Company and that the Company has and follows appropriate governance standards. To carry out this purpose, the Governance and Nominating Committee shall: (1) assist the Board by identifying prospective director nominees; (2) consider director nominees recommended by security holders for election to the Board; (3) approve the appointment of directors to fill vacancies or newly created directorships on the Board; (4) develop and recommend to the Board the governance principles applicable to the Company; (5) oversee the evaluation of the Board and its committees; (6) recommend to the Board director nominees for each committee; (7) oversee director continuing education and compliance with any applicable director continuing education requirements.

COMMITTEE MEMBERSHIP AND ORGANIZATION:

- The Governance and Nominating Committee shall be comprised of no fewer than two (2) members, each of whom are members of the Board.
- The Governance and Nominating Committee shall be constituted in a manner that meets the applicable requirements of Nasdaq Stock Market.
- The members and Chairs of the Governance and Nominating Committee shall be appointed and replaced by the Board.

COMMITTEE RESPONSIBILITIES AND AUTHORITY:

- Evaluate the current composition, organization and governance of the Board and its committees, evaluate future requirements and make recommendations to the Board for approval.
- As needed or appropriate, conduct or authorize searches for potential Board members.
- Evaluate, propose and approve nominees for election or appointment to the Board.

- Consider, evaluate and, as applicable, propose and approve, security holder nominees for election to the Board.
- In performing its responsibilities, the Governance and Nominating Committee shall have the authority to retain, compensate and terminate any search firm to be used to identify director candidates.
- Oversee the Board and committee performance evaluation process, including, as appropriate, conducting surveys of director observations, suggestions and preferences.
- Form and delegate authority to subcommittees when appropriate.
- Evaluate and make recommendations to the Board concerning the appointment of directors to Board committees and the selection of Board committee chairs.
- Evaluate and recommend termination of membership of individual directors in accordance with the Board's governance principles, for cause or for other appropriate reasons.
- Oversee, and implement as necessary, director continuing education programs, including complying with any applicable director continuing education requirements.
- Review and re-examine this Charter periodically, as appropriate, and make recommendations to the Board for any proposed changes.
- Periodically review and evaluate, as appropriate, the performance of the Governance and Nominating Committee.
- In performing its responsibilities, the Governance and Nominating Committee shall have the authority to engage and obtain advice, reports or opinions from internal or external counsel and expert advisors.
- Consider and/or adopt a policy regarding the consideration of candidates for the Board recommended by security holders, including, if adopted, procedures to be followed by security holders in submitting recommendations.
- Periodically determine, as appropriate, whether there are any specific, minimum qualifications that the Governance and Nominating Committee believes must be met by a nominee approved by the Governance and Nominating Committee for a position on the Board and whether there are any specific qualities or skills that the Governance and Nominating Committee believes are necessary for one or more directors to possess.

- The Governance and Nominating Committee shall review the disclosure in the Company's proxy statement for its annual meeting of stockholders and shall inform management whether there are any changes that are necessary or appropriate with respect to disclosure in the proxy statement regarding: (i) the Governance and Nominating Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders; (ii) any minimum qualifications that the Governance and Nominating Committee believes must be met by nominees recommended by the Governance and Nominating Committee; (iii) any specific qualities or skills that the Governance and Nominating Committee believes are necessary for one or more of the Company's directors to possess; (iv) the procedures to be followed by security holders in submitting director recommendations; and (v) the policy of Governance and Nominating Committee with regard to the consideration of director candidates recommended by security holders.
- Develop and propose to the Board, the Governance Guidelines of the Company.
- Periodically review and propose to the Board, the number of Board positions within the limits set by the Company's Bylaws, or propose changes to the Bylaws if appropriate.