



IPG Photonics Corporation

Nominating and Corporate Governance Committee of the Board of Directors

Committee Charter

I. PURPOSE

The Nominating and Corporate Governance Committee (the “Committee”) of IPG Photonics Corporation (the “Company”) shall: (1) identify and recommend qualified individuals to the Board of Directors (the “Board”) for nomination as members of the Board, consistent with criteria approved by the Board; (2) consider director nominees recommended by security holders of the Company for election to the Board; (3) oversee the self-assessments of the Board and its committees; (4) recommend to the Board director nominees for each committee; and (5) undertake such other duties as may be delegated to it from time to time.

II. COMMITTEE MEMBERSHIP AND ORGANIZATION

The Committee shall be comprised of no fewer than two (2) members, each of whom shall be a member of the Board and an independent director in accordance with applicable rules and regulations adopted by the Securities and Exchange Commission (“SEC”) and The NASDAQ Stock Market, Inc. (“NASDAQ”). The Committee shall be constituted in a manner that meets the applicable requirements of NASDAQ. The members and the chairperson of the Committee shall be appointed and replaced by the Board.

III. MINUTES AND REPORTS

Minutes of each meeting will be kept and distributed to each member of the Committee, and the Secretary of the Company. The chairperson of the Committee (or any acting chairperson in the absence of the chairperson) will report to the Board at least once per quarter, or whenever so requested by the Board.

IV. COMMITTEE RESPONSIBILITIES AND AUTHORITY

The responsibilities of the Committee shall include the following:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable with regard to the appropriate size, functions and other requirements of the Board.

2. Establish the criteria for membership to the Board and make recommendations for any changes to such criteria, in each case, subject to approval by the Board.
3. Conduct appropriate inquiries into the backgrounds and qualifications of possible candidates, including candidates recommended by the Company's stockholders.
4. Identify and recommend to the Board individuals that the Committee believes to be qualified to become Board members to stand for election as directors at the annual meeting of stockholders. In the case of any vacancy occurring on the Board, when requested by the Board the Committee shall recommend to the Board an individual to fill such vacancy through appointment by the Board, as provided by the By-Laws.
5. Identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee, taking into account any factors set forth in such committee's charter and any other factors the Committee deems appropriate.
6. In the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve, if necessary.
7. Review new director orientation materials and the orientation program for each new director.
8. Assist the Board in assessing whether individual members of the Board are independent within the NASDAQ listing standards and the applicable rules of the SEC.
9. Review and make recommendations to the Board regarding the outside activities of, and consider questions of possible conflicts of interest of, Board members and senior executives, including, without limitation, corporate opportunities made available thereto.
10. Develop and recommend to the Board a set of corporate governance principles for the Company, review those principles at least annually, and recommend any proposed changes to the Board as the Committee deems advisable.
11. At least annually, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board as the Committee deems advisable
12. Oversee periodic self-assessments of the performance of the Board and each committee thereof and the Presiding Independent Director.
13. Develop and recommend to the Board stock ownership guidelines for the Board and certain key officers, an insider trading policy and practices regarding Rule 10b5-1 trading plans and hedging of Company stock by certain key officers,

- review them periodically, and recommend any proposed changes to the Board as the Committee deems advisable.
14. Form and delegate the Committee's authority to one or more subcommittees when appropriate.
 15. Review the disclosure in the Company's proxy statement for its annual meeting of stockholders and inform management whether there are any changes that are necessary or appropriate with respect to disclosure in the proxy statement regarding: (i) the Committee's process for identifying and evaluating nominees for director, including nominees recommended by security holders; (ii) any minimum qualifications that the Committee believes must be met by nominees recommended by the Committee; (iii) any specific qualities or skills that the 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 or nominations; and (v) the policy of the Committee with regard to the consideration of director candidates recommended by security holders.
 16. Review and approve all related-party transactions, defined as those transactions required to be disclosed under Item 404 of Regulation S-K.
 17. Establish, to the extent deemed appropriate by the Committee, any rules, practices or policies governing the administration of any meeting of stockholders.
 18. Review risk oversight responsibilities among the Board and committees thereof and recommend oversight allocation to the Board and committees thereof.
 19. Undertake such additional activities within the scope of its functions as the Committee may from time to time determine or as may otherwise be required by law, the Company's By-Laws or Charter or by directive of the Board.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.

VI. MISCELLANEOUS

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the Board members or Committee members. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such

additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities

Amended: June 2, 2015