

FINISAR CORP
Form 425
November 13, 2018

Filed by II-VI Incorporated

Pursuant to Rule 425 under the Securities Act of 1933

And deemed filed pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Finisar Corporation

Commission File No.: 000-27999

Date: November 12, 2018

On November 12, 2018, II-VI Incorporated (II-VI) made the following slides available to employees of Finisar Corporation (Finisar) in connection with a presentation made to Finisar s employees relating to the previously announced agreement and plan of merger entered into by II-VI and Finisar.

November 12, 2018 II-VI and Finisar – The Power to Transform Dr. Chuck Mattera President and CEO of II-VI II-VI Incorporated - Export Control Classification EAR99

This communication contains “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” “will,” “would,” “target,” similar expressions, variations or negatives of these words. Forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Important factors that may cause such a difference include: (i) the ability of II-VI Incorporated (“II-VI”) and Finisar Corporation (“Finisar”) to complete the proposed transaction on the anticipated terms and timing or at all, (ii) potential litigation relating to the proposed transaction, (iii) inherent risks and costs associated with the integration of the businesses and achievement of the anticipated synergies, (iv) potential disruptions from the proposed transaction that may harm the parties’ respective businesses, (v) the ability of the parties to retain and hire key personnel, (vi) adverse legal and regulatory developments or determinations that could delay or prevent completion of the proposed transaction, and (vii) the ability of II-VI to consummate financing related to the transaction. Additional risks are described under the heading “Risk Factors” in II-VI’s Annual Report on Form 10-K for the year ended June 30, 2018, filed with the U.S. Securities and Exchange Commission (the “SEC”) on August 28, 2018, and in Finisar’s Annual Report on Form 10-K for the year ended April 29, 2018, filed with the SEC on June 15, 2018. These risks, as well as other risks associated with the proposed transaction, will be more fully discussed in a joint proxy statement/prospectus that will be included in a registration statement on Form S-4 to be filed by II-VI with the SEC in connection with the proposed transaction. Neither II-VI nor Finisar assumes any obligation to publicly provide revisions or updates to any forward looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws. Safe Harbor Statement

Who is II-VI? 10,000%+ Stock Performance Since IPO Diversified customer base Source: Company filings and FactSet. Market data as of July 12, 2018. NASDAQ S&P 500 II-VI Laser Photonics Performance Products Materials Processing Communications Semiconductor Cap Equipment, Consumer, Life Sciences & Other A company with a history of tremendous success

Vertically Integrated Manufacturing Platforms Industrial Materials Processing Optical & Wireless Communications
Advanced Materials & Military 3D Sensing & IoT Emerging Technologies

Our Company Structure Laser Solutions Photonics Performance Products

II-VI's Business Segments Optoelectronic Devices Epiworks Highyag Pump Lasers PACC OPDM Optics WSS (CoAdna) Advanced Components Advanced Materials Marlow Optical System Performance Metals M Cubed Photonics Segment Laser Solutions Segment Optical Communications Group Photop Group Optoelectronics Group Performance Products Segment Infrared Laser Systems Group Suwtech Lasertech Direct Photonics Integrated Photonics Compound Semiconductors Network Solutions Laser Enterprise

Laser Solutions Segment Financial Overview Note: Public company filings and company management. Dollars in Millions. FYE June 30. (1) End market segments as of June 2018. Select Products End Markets(1) Experts in development of new materials for diodes and optics for lower cost of ownership Recent Acquisitions: FY 2014: Oclaro GaAs Laser business, FY 2014: Oclaro Fiber Amplifier business, FY 2016: EpiWorks, FY 2016: Anadigics, FY 2017: Direct Photonics, FY 2018: Kaiam Laser Limited's 6" wafer fab Locations: U.S., Singapore, China, Germany, Switzerland, Japan, Belgium, U.K., Italy, South Korea, Philippines, and Taiwan Green Laser Diode Modulators and Diamond Windows for EUV Lithography 3D Sensing / VCSEL Arrays Select Customers Industrial (auto) Fiber Optic/Wireless Military Semi Cap Life Science, Consumer, Other

Photonics Segment Financial Overview Note: Public company filings and company management. Dollars in Millions. FYE June 30. (1) End market segments as of June 2018. Select Products End Markets(1) Manufactures crystal materials, optics, thin film filters and optoelectronic modules for use in optical communication networks, fiber lasers, consumer products, instrumentation and life science applications Recent Acquisitions: FY 2010: Photop, FY 2012: Aegis Lightwave, FY 2013: Oclaro Thin Film Filter business, FY 2014: Oclaro Fiber Amp. and Micro-Optics, FY 2017: Integrated Photonics, FY 2018: CoAdna Locations: U.S., Belgium, China, Vietnam, Germany, Japan, UK, Italy and Hong Kong Select Customers Subsystem / Linecards Single/Dual Chip Pumps Industrial (auto) Fiber Optic/Wireless Semi Cap Life Science, Consumer, Other

Photonics Fiber Optics and Wireless Communications: We Are Enabling Growing Demand for Intelligent Networks and the Cloud Photonics: Optical Components for Communications Long Haul & Ultra-Long Haul Submarine Link Hyper-scale Datacenters DCI DCI Metro Core Datacenter Interconnect Optical Switching Optical Amplification Optical Monitoring ROADM Common Equipment: WSS, MCS Pump Lasers, Micro-optics OCM, OTDR Common Antenna TV (CATV) Fixed Broadband Access Metro Access Enterprise Access Cloud Services Social Networks High-Frequency Trading 400G 200G 100G High Bit Rate Pluggable Coherent Transceivers ROADM Metro Aggregation Wireless Base Stations And LTE We Are a Vertically Integrated Supplier of: Submarine Line Terminal Subsystems Components Materials

II-VI product content is 20-40% of II-VI ROADM Line Card BOM value Optical Communications Market CAGR ('15-'21): +12% Source: Ovum Optics OTDR Wavelength Selective Switch(WSS) High Resolution Optical Channel Monitor Optical Amplifier Laser Chip-on-Carrier Assembly Thermoelectric Cooler Micro-optics Vertically Integrated Products for ROADMs Small amplifiers for coherent transceivers via micro components Datacom increasing as a portion of communications sales, now ~20% Upcoming market drivers 5G & CATV “fiber deep” rollouts CFP CFP2 CFP4 TUNABLE OPTICAL FILTERS EDFA MICRO PUMP

Performance Products Segment Financial Overview Note: Public company filings and company management. Dollars in Millions. FYE June 30. (1) End market segments as of June 2018. Select Products End Markets(1) Designs, manufactures and markets optical components and high-precision infrared opto-mechanical assemblies for military, life science and commercial laser imaging applications Recent Acquisitions: FY 2013: M Cubed, FY 2013: LightWorks Optics Locations: U.S., China, Vietnam, Germany, Japan, and Philippines Select Customers Silicon Carbide Substrates Power Generators Thermo-electric Coolers Sapphire Windows Industrial (auto) Fiber Optic /Wireless Military Semi Cap Life Science, Consumer, Other

Performance Products Performance Products technologies that enable and underpin today and tomorrow's products
Infrared Windows 200mm SiC Engineered Ceramic Materials for Semiconductor Capital Equipment TEC for DNA
Sequencing 50 75 100 150 200mm 2005 2012 2015 SiC wafer size evolution

Over 4 decades of continuous growth Micro-optics Vergo Optics Micro-optics Lighting Optical ZnSe Growth Laser Power Corp Silicon Carbide Litton SIC Group UV Filters Laser Power Corp Thermo-electric Coolers Marlow Industries Selenium Refinery Pacific Rare Metals Laser Processing Heads Highyag Micro-optics Photop Technologies Conformal Patterning Max Levy Autograph Optical Channel Monitors Aegis Lightwave Metal Matrix Components M Cubed Technologies Military & Aerospace Optical Systems LightWorks Optics Advanced Coatings Oclaro Optical Coatings Optical Amplifiers Oclaro Optical Amplifier Semiconductor Lasers Oclaro Semiconductor Laser Epiwafer Foundry Epiworks GaAs Wafer Fab Anadigics Compound Semi. Wafer Fab Kaiam Laser Limited(U.K. Fab) Faraday Rotator Integrated Photonics Direct Diode High Power Lasers Direct Diode IIVI IPO 1987 Acquisition History Average Organic Revenue Growth over the last 10 years 7% FY1987-FY2017 Revenue PAT Cash Flow from Ops R&D Cap Ex \$7.4B \$0.8B \$1.2B \$0.4B \$0.6B Cumulative

Returns to the Shareholders Accelerating Growth Military Compound Semiconductor 3D Sensing LiDAR EUV
Lithography SiC Wireless Industrial Laser Datacom Optical Transport 9% 8% 16% 19% 20% 12% 25% 8% 15% EPS
Growth 1.5-2.0X revenue growth rate including platform investments 18-25% 7-11% of Sales 10-15% of Sales of 31
Years Cum. Total FY2018 Run Rate 12% FY2016 FY2017 of 30 Years Cum. Total 20% Targeting Revenue Growth
2.5-4.0X GDP ROIC R&D CAP EX

Diversified Customer Base Across 7 End Markets Note: Sampling of representative customers based on approvals for public release. Life Science Military Automotive Communications Materials Processing Semiconductor Equipment Consumer Electronics Serving Over 1000 Customers

Combination rationale Scaled Market Leadership: Largest engineered materials/photonics company in the world with \$2.7bn+(1) in revenues and \$500mm+(1) in EBITDA 1 Diversification: Combination of a large, scaled communications business and a diversified industrial laser and component maker, creating leadership across multiple end-markets including Datacom / Telecom, Lasers, 3D Sensing, Power Electronics and EUV Lithography 2 VCSEL Leader: Finisar and II-VI's successful qualifications in complementary VCSEL applications (high-power and low-power VCSELs) with leading respective market shares creates a market leader to deliver needed capacity 3 Significant Benefits From Synergies: Significant benefits including joint innovation opportunities 9 Firepower: A platform with firepower for large-scale M&A / consolidation 6 7 Technology Portfolios: Unlock technology and IP of combined company to better serve existing customers and/or markets 5 Vertical Integration: Combination of two best-in-class vertically integrated, high-volume, high-yield manufacturing platforms to address key market opportunities Optimize Time to Market, Volume and Cost: Combined scale and expertise to enhance speed and certainty of success across mega trend market opportunities 4 8 Stronger Together in All Markets: Combination to enable and expand capabilities to address a growing and competitive market _____ (1)Represents June FYE 2019E Wall Street estimates. Pro forma June FYE 2019E EBITDA excludes any potential synergies.

Note: Dollars in millions. Lumentum pro forma for Oclaro. MKS pro forma for ESIO. Represents LTM Revenue. + This combination creates one of the largest Photonics & Compound Semiconductor companies1

Combined Global Footprint 14 Countries 45 Worldwide Locations 11,000+ Worldwide Employees II-VI Global Sales Offices II-VI Finisar 12,000+ Worldwide Employees North America Europe Finisar Headquarters Finisar Manufacturing and R&D Facilities 18 Worldwide Locations 8 Countries II-VI Headquarters II-VI Manufacturing and R&D Facilities

Diversified revenue and customer base Source: Company filings Revenue Diversification II-VI Finisar II-VI + Finisar Customer Diversification Combines a large, scaled communications business and a diversified industrial laser and component maker Communications Industrial Military Life Sciences Semi-Cap Consumer Automotive Other

High Growth and Massive Opportunities Optimize & Augment Resources Talent R&D Systems 5G IoT/Sensing
Products Intra / Inter Data Center Next-Gen Automotive Time to Market Time to Volume Time to Cost Materials /
Components Components / Subsystems II-VI Finisar Complementary Expertise Key combination opportunities and
themes

Complementary expertise in Telecom and Datacom DATAKOM LONG HAUL, METRO & DATACENTER INTERCONNECTS ROADMS SUBSEA TRANSMISSION Datacom Transceivers Tunable Transceivers Coherent Transmission High Port Count WSS Optical Amplifiers Submarine Passives Client Transceivers Transceivers For Wireless Micro Pumps Micro Optics Low Port Count WSS Optical Monitoring Submarine Amplifiers TELECOM Product Portfolio Across Market Segments Industry leader in Datacom transceivers for Hyperscale datacenters Fixed & tunable transceivers for access & wireless optical infrastructure Next-generation coherent transmission & submarine amplification ROADM for optical transport: WSS, optical amplifiers, optical monitoring Highly vertically integrated from engineered materials to subsystems Pump Laser Amplifier Transceiver WSS

_____ (1) Strategy Analytics. (2) Publicly available data. (3) Wall Street research. Market estimates represent VR/AR hardware. (4) Lux research. Market estimates represent autonomous vehicle market opportunity. (5) Cisco VNI Mobile, 2017. (6) Markets and Markets 2018. Massive 5G opportunity is coming Connected / Autonomous Cars \$40B by 2020(4) Exabytes / Month \$bn CAGR 53% Global Mobile Data(5) Requiring faster network connections, making 5G a necessity Consumers' increasing use of new technologies 5G Infrastructure Market(6) CAGR 51% Mobile Video \$25B by 2021(1) Internet of Things \$8.9T by 2020(2) Augmented / Virtual Reality \$45B by 2025(3) 34 3 2020E 2026E

ROADM Line Cards, WSS, Amps, OCMs InP Coherent Transmission InP Transceivers GaN/SiC RF Electronics
Positioned well for 5G growth opportunities Backbone Network Wireless Backhaul Wireless Fronthaul Wireless
Antenna Wireless Handsets GaAs RF Electronics GaAs Epiwafers Interleaver SiC Substrates Transceiver Wavelength
Selective Switch Coherent Transceiver 2022 TAM: \$800M CAGR: 34% Lightcounting Backbone buildouts
progressing globally now for anticipated 5G traffic Wavelength Management 5G backhaul infrastructure deployments
in Korea and Japan beginning now Partnership with SEDI for GaN/SiC devices on 6 inch beginning mid-2020

This is only the beginning a substantial 3D Sensing opportunity The iPhone Is just the tip of the iceberg for potential applications Tablets Security / Biometrics Auto LIDARs Auto Hand- Gesturing VR / AR Key Ingredients Required to Successfully Address the Opportunity Capacity R&D Capability Qualifications Capital / Investment eCommerce Video Game Consoles

Combined global Fab footprint Fremont, CA, USA 68,000 sq. ft. InP - 3 inch Zurich, Switzerland 117,000 sq. ft GaAs - 6 inch Warren, NJ, USA 159,000 sq. ft. GaAs, GaN - 6 inch Sherman, TX, USA 540,000 sq. ft. GaAs - 6 Inch Allen, TX, USA 160,000 sq. ft. GaAs - 4 Inch Champaign, IL, USA 69,000 sq. ft. Epiwafers GaAs, InP, GaN up to 6 inch Jarfalla, Sweden 26,000 sq. ft InP - 3 inch Newton Aycliffe, UK 319,000 sq. ft. GaAs - 6 inch A broad compound semiconductor technology platform encompassing GaAs, InP, SiC & GaN One of the world's largest 6-inch vertically integrated epitaxial growth and device fabrication manufacturing platforms A global world-class team of experts and innovators in engineered materials, laser device design & fabrication infrastructure Combined, the companies will offer highly differentiated products & manufacturing scale to serve fast growing markets

Transaction Consideration Approximately \$3.2 billion of total equity value: Finisar shareholders to own approximately 31% of the combined company Per Share Consideration \$26.00 per share: \$15.60 in cash and 0.2218 shares of II-VI common stock, valued at \$10.40 per share based on the closing price of II-VI's common stock of \$46.88 on November 8, 2018 Sources of Financing \$2.0 billion of new funded debt in the form of fully committed financing (in addition to unfunded revolver) \$1.0 billion of combined balance sheet cash \$1.4 billion of equity issued to Finisar shareholders Approval Process Approval by II-VI and Finisar shareholders Regulatory approvals Expected Timeline Middle of calendar year 2019, subject to customary closing conditions Financial Highlights \$150mm of expected annual cost synergies realized within 36 months of close Expected to drive accretion in Non-GAAP earnings-per-share for the first full year post close of approximately 10% and more than double that thereafter Transaction overview

What are the Analysts saying? II-VI and Finisar – A Merger of Equals LightCounting explores II-VI’s acquisition of Finisar in a new Research Note It is not fun to be the second company in a crowded market; the urge to be first can be overwhelming. Finisar and II-VI found a solution by joining forces. II-VI Incorporated announced an agreement to acquire optical transceiver market leader Finisar on November 9, 2018, and LightCounting has published a Research Note exploring the ramifications of the deal for II-VI and the optical components industry. Our key findings: The acquisition of Finisar makes II-VI the top photonics player Finisar products and internal technology complement the II-VI portfolio The acquisition bolsters II-V’s effort to crack the 3D sensing market II-VI’s total addressable market expands by \$7.7 billion It may take until mid-year 2019 or later for the deal to close More deals may come, given the high premiums paid for Oclaro and Finisar The deal values Finisar shares at a 37% premium over the market close on November 8, and has a value of \$3.2 billion. The acquisition will be financed by a combination of \$1 billion in cash, \$2.0 billion in new debt, and \$1.4 billion in new stock, and is subject to a variety of regulatory and antitrust approvals. The combined company will have annual revenues of almost \$2.5 billion, 24,000 employees, and 70 locations. II-VI posted GAAP net profit in the last four quarters, whereas Finisar did not. The Finisar acquisition is subject to regulatory approvals in the U.S., China, and possibly elsewhere, so the deal is unlikely to close before mid-year 2019. II-VI acquired 15 companies over last 15 years, but Finisar is by far the largest.

What are the Analysts saying? II-VI + FNSR: AN OPTICAL POWERHOUSE Cowen Equity Research Note: Paul Silverstein, Fahad Najam, Elizabeth Pate Acquisition of FNSR appears well-conceived. FNSR should significantly enhance IIVI's market share in optics, oper model and overall value proposition. The deal is expected to be 10% accretive to IIVI's FY19 PF EPS and >20% accretive to FY20 PF EPS. Of course, execution—especially talent retention—will be key. We reiterate our Outperform rating and continue to see compelling risk-reward On 11/9/18 IIVV announced the acquisition of Finisar for \$3.2B with FNSR shareholders owning 31% of the combined company. We see this deal a significantly transformative not just for IIVI and FNSR but for the entire optical component and module industry. The combined company will be the number one share leader in ROADMs/WSS, optical modules for data center and telecom connectivity and optical components. Moreover, the combined company will become a significant supplier in the emerging 3-D sensing market opportunity. IIVI has an impressive track record regarding strategic acquisitions that we expect will continue to serve IIVI and its shareholders well in the future as measured by profitable growth and cash flow generation. Offering support for our view, IIVI has delivered an average 23% ROIC over the past ten years against its strict 20% return on invested capital requirement. This track record encompasses both the strategy itself and its execution. More specifically, IIVI has proven adept in identifying, securing, integrating and improving assets that provide entrée into market opportunities or that enhance or extend the breadth and/or depth, or lower the cost, of IIVI's solutions. IIVI has proven particularly adept at identifying, securing and enhancing distressed assets and successfully integrating these assets into IIVI's business units

II-VI and Finisar share many cultural values Long history (30+ years) of innovation with history of successfully commercializing complex technologies Focus on sustained and growing market leadership in optical communications Commitment to address customer needs from a broad product portfolio Successful differentiation through vertical integration Focus on China growth strategy History of growth via selective and strategic acquisitions We believe that the people, history, culture, technology, and assets of Finisar are a great match for II-VI

Next Steps (what now?) Listen, learn, communicate Plan the integration Establish the joint team Establish priorities
Align the resources People from both companies will travel to other sites The II-VI Chairman and I will attend the
Nov 29 FNSR Board Meeting Customer, supplier, and employee engagement

Questions?

Forward-looking Statements

This communication contains forward-looking statements within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In this context, forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as expect, anticipate, intend, plan, believe, see, will, would, target, similar expressions, and variations or negatives of these words. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the consummation of the proposed transaction and the anticipated benefits thereof. These and other forward-looking statements are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements, including the failure to consummate the proposed transaction or to make any filing or take other action required to consummate such transaction in a timely matter or at all, are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Important factors that may cause such a difference include, but are not limited to: (i) the ability of II-VI and Finisar to complete the proposed transaction on the anticipated terms and timing or at all, (ii) the ability of the parties to satisfy the conditions to the closing of the proposed transaction, including obtaining required regulatory approvals, (iii) potential litigation relating to the proposed transaction, which could be instituted against II-VI, Finisar or their respective directors, (iv) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the transaction, (v) the triggering of any third party contracts containing consent and/or other similar provisions, (vi) any negative effects of the announcement of the transaction on the market price of Finisar's common stock and/or negative effects of the announcement or commencement of the transaction on the market price of II-VI's common stock, (vii) uncertainty as to the long-term value of II-VI's common stock, and thus the value of the II-VI shares to be issued in the transaction, (viii) any unexpected impacts from unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition and losses on the future prospects, business and management strategies for the management, expansion and growth of the combined company's operations after the consummation of the transaction and on the other conditions to the completion of the merger, (ix) inherent risks, costs and uncertainties associated with integrating the businesses successfully and achieving all or any of the anticipated synergies, (x) potential disruptions from the proposed transaction that may harm II-VI's or Finisar's respective businesses, including current plans and operations, (xi) the ability of II-VI and Finisar to retain and hire key personnel, (xii) adverse legal and regulatory developments or determinations or adverse changes in, or interpretations of, U.S. or foreign laws, rules or regulations, that could delay or prevent completion of the proposed transaction or cause the terms of the proposed transaction to be modified, (xiii) the ability of II-VI to obtain or consummate financing or refinancing related to the transaction upon acceptable terms or at all, (xiv) economic uncertainty due to monetary or trade policy, political or other issues in the United States or internationally, (xv) any unexpected fluctuations or weakness in the U.S. and global economies, (xvi) changes in U.S. corporate tax laws as a result of the Tax Cuts and Jobs Act of 2017 and any future legislation, (xvii) foreign currency effects on II-VI's and Finisar's respective businesses, (xviii) competitive developments including pricing pressures, the level of orders that are received and can be shipped in a quarter, changes or fluctuations in customer order patterns, and seasonality, (xix) changes in utilization of II-VI or Finisar's manufacturing capacity and II-VI's ability to effectively manage and expand its production levels, (xx) disruptions in II-VI's business or the businesses of its customers or suppliers due to natural disasters, terrorist activity, armed conflict, war, worldwide oil prices and supply, public health concerns or disruptions in the transportation system, and (xxi) the responses by the respective managements of II-VI and Finisar to any of the aforementioned factors. Additional risks are described under the heading Risk Factors in II-VI's Annual Report on Form 10-K for the year ended June 30, 2018, filed with the U.S. Securities and Exchange Commission (the SEC) on August 28, 2018 and in Finisar's Annual Report on Form 10-K for the year ended April 29, 2018 filed with the SEC on June 15, 2018.

These risks, as well as other risks associated with the proposed transaction, will be more fully discussed in the joint proxy statement/prospectus that will be included in the registration statement on Form S-4 that will be filed with the SEC in connection with the proposed transaction (the Form S-4). While the list of factors discussed above is, and the list of factors to be presented in the Form S-4 are, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward looking statements. Neither II-VI nor Finisar assumes any obligation to publicly provide revisions or updates to any forward looking statements, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws.

No Offer or Solicitation

This communication is for informational purposes only and not intended to and does not constitute an offer to subscribe for, buy or sell, the solicitation of an offer to subscribe for, buy or sell or an invitation to subscribe for, buy or sell any securities or the solicitation of any vote or approval in any jurisdiction pursuant to or in connection with the proposed transaction or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

Additional Information and Where to Find It

In connection with the proposed transaction between II-VI and Finisar, II-VI and Finisar will file relevant materials with the SEC, including a registration statement on Form S-4 filed by II-VI that will include a joint proxy statement of II-VI and Finisar that also constitutes a prospectus of II-VI, and a definitive joint proxy statement/prospectus that will be mailed to shareholders of II-VI and stockholders of Finisar. INVESTORS AND SECURITY HOLDERS OF II-VI AND FINISAR ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to obtain free copies of the registration statement on Form S-4 and the joint proxy statement/prospectus (when available) and other documents filed with the SEC by II-VI or Finisar through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by II-VI will be available free of charge within the Investor Relations section of II-VI's internet website at <https://www.ii-vi.com/investor-relations/>. Copies of the documents filed with the SEC by Finisar will be available free of charge on Finisar's internet website at <http://investor.finisar.com/investor-relations>.

Participants in Solicitation

II-VI, Finisar, their respective directors and certain of their respective executive officers may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information about the directors and executive officers of II-VI is set forth in its Annual Report on Form 10-K for the year ended June 30, 2019, which was filed with the SEC on August 28, 2018, and its definitive proxy statement for its 2018 annual meeting of stockholders, which was filed with the SEC on March 31, 2017. Information about the directors and executive officers of Finisar is set forth in its Annual

Report on Form 10-K for the year ended April 29, 2018, which was filed with the SEC on June 15, 2018, and its definitive proxy statement for its 2018 annual meeting of stockholders, which was filed with the SEC on July 26, 2018. Other information regarding the participants in the proxy solicitations and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.