MATERION

COMPENSATION COMMITTEE CHARTER

Purposes

The Compensation Committee of the Board of Directors of Materion Corporation (a) implements the Company's executive compensation program pursuant to authority delegated to the Committee by the Board, (b) establishes compensation of the Company's executive officers, (c) oversees the Company's equity incentive plans and (d) reviews the Company's "Compensation Discussion and Analysis," and makes a recommendation as to whether to include it in the Company's annual report on Form 10- K and proxy statement relating to the Company's annual meeting of shareholders, and include such recommendation in the Company's proxy statement for its annual meeting of shareholders.

Composition

Number. The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Ohio Revised Code, applicable Federal laws or rules, the Company's articles of incorporation or code of regulations. The Board believes that the Committee should always have at least three members.

Qualifications. Each Committee member will be "independent" under the rules of the New York Stock Exchange and such other director qualification standards as may be set forth in the Company's Policy Statement on Significant Corporate Governance Issues. In particular, in determining whether a director is eligible to serve on the Committee, the Board must also consider all factors specifically relevant to determining whether the director has a relationship to the Company that is material to the director's ability to be independent from management in connection with the duties of a Committee member or that would impair the director's ability to make independent judgments about the Company's executive compensation. These factors must include but are not limited to (a) the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by the Company to the director and (b) whether the director is affiliated with the Company, a Company subsidiary or an affiliate of a Company subsidiary. Desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits, and human resources.

Appointment. The Board will appoint Committee members based on recommendations of the Governance and Organization Committee. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Establish Executive Compensation Program. The Committee shall oversee the Company's compensation program for executive officers. The Committee also will have the responsibility of assessing whether the Company's compensation programs and practices are competitive with comparable companies and are effective in attracting, retaining and motivating highly qualified personnel in order to achieve the Company's business objectives and optimize long-term financial returns.

2. Review and Approve Executive Officer Compensation. The Committee will approve the compensation of the Company's Chief Executive Officer and approve, or recommend to the Board with respect to, all other executive officer compensation. The Committee shall review and approve, at least annually, corporate goals and objectives relating to the compensation of the Chief Executive Officer and the other executive officers of the Company. The review of the Chief Executive Officer's performance will be made in consultation with the Lead Director. The Committee shall approve the Management Performance Compensation Plan and establish the

aggregate amount of, and approve, the awards to executive officers pursuant thereto and shall approve any non-financial measurements and targets for executives under the Management Performance Compensation Plan and determine level of award at conclusion of the Plan year. Consistent with Board policy and statutory provisions and the principles of responsible oversight, the Committee has adopted a formal Clawback Policy in the event that a previously paid incentive award requires a reassessment.

3. Oversee Equity Incentive Plans. Except as otherwise provided for in the Governance and Organization Committee Charter with respect to directors, the Committee shall oversee the Company's equity incentive plans. The Committee, or a subcommittee, shall approve grants of stock options and other equity or equity-based awards to executive officers, subject to the terms and conditions of the applicable plans, and approve and oversee any delegation of authority to any officer to make grants or awards to Company employees other than executive officers. The Committee's administrative authority includes the authority to approve the acquisition by the Company of shares of the Company's stock from any plan participant.

4. Recommend Incentive Plans. The Committee shall make recommendations to the Board with respect to cash incentive compensation plans for executive officers and with respect to equity based plans such as stock option plans. The Committee shall also oversee the individuals and committees responsible for administering these plans and monitor compliance with plan provisions. In determining the long-term incentive component of Chief Executive Officer compensation, the Committee will consider the Company's performance and relative shareholder returns, the value of similar incentive awards to Chief Executive Officers at comparable companies and the awards previously given to the Company's Chief Executive Officer.

5. Oversee Regulatory Compliance. The Committee shall, in consultation with appropriate officers of the Company, oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs regarding tax deductibility, and, as required, establishing performance goals and determining whether performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.

6. Review Severance Payments. The Committee shall, either as a Committee or together with the independent directors (as directed by the Board), review and approve any severance or other termination payments proposed to be made to any executive officer of the Company and any proposed severance or retention plans, except for any such payment to be made in accordance with a plan or agreement previously approved by the Board, the Committee or a predecessor to the Committee.

7. Review of Employment Agreements. The Committee shall review and make recommendations to the Board with respect to any employment agreement or post-employment agreement with any corporate officer of the Company or its Subsidiaries or the general manager of any business unit thereof.

8. Advise on Senior Management Compensation. The Committee shall advise on setting compensation for senior management (*i.e.*, any officer or employee of the Company or a subsidiary) other than executive officers. The Committee shall also review the base compensation of all members of the Materion Executive Committee and/or direct reports to the Chief Executive Officer in the Management Performance Compensation Plan.

9. Review and Discuss Compensation Discussion and Analysis and Compensation Committee Report. The Committee, with the assistance of management and any outside advisors the Committee deems appropriate, will (a) review and discuss with management the Company's disclosures under "Compensation Discussion and Analysis," and based on this review, make a recommendation as to whether to include it in the Company's annual report on Form 10-K and proxy statement relating to the Company's annual meeting of shareholders, and (b) prepare the disclosure required by Item 407(e)(5) of Regulation S-K.

10. Board Reports. The Committee shall report its activities to the Board at least annually and in such manner and at such times as the Committee or the Board deems appropriate.

11. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee shall meet as frequently as necessary or appropriate to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee shall conduct its business as provided in the Company's code of regulations. The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may designate from time to time. Any Board member may attend meetings for informational purposes unless their attendance is objected to by the Committee.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any member of the Company's management whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee.

The Committee shall maintain a high degree of independence both in establishing its agenda and directly accessing various members of management.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee; provided that such subcommittee has a published charter in accordance with the rules of the New York Stock Exchange. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (a) "Non-Employee Directors" for the purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as in effect from time to time, and (b) "outside directors" for the purposes of Section 162(m) of the Internal Revenue Code.

Resources and Authority

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal counsel or other adviser. The Committee will be directly responsible for the appointment, compensation, oversight of the work and termination of any compensation consultant, independent legal counsel or other adviser retained by the Committee, and shall have sole authority to retain (and terminate) compensation consultants to assist in the evaluation of executive officer and director compensation and the sole authority to approve the fees and other retention terms of such compensation consultants. The Company must provide for appropriate funding, as determined by the Committee, to support the Committee's activities and for payment of reasonable compensation to a compensation consultant, independent legal counsel or any other adviser retained by the Committee. The compensation consultant, independent legal counsel and any other adviser retained by the Committee shall be ultimately accountable to the Committee.

The Committee may select a compensation consultant, legal counsel or other adviser to the Committee or receive advice from 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 to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for a particular company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice) only after taking into consideration all factors relevant to that person's independence from management, including the following: (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser; (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser; (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee; (v) any Company stock owned by the compensation consultant, legal counsel or other adviser; and (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

Annual Review

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

Consistent with the New York Stock Exchange listing requirements, this Charter will be included on the Company's website. The Company's annual report to shareholders will state that this Charter is available on the Company's website.