



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 evaluation 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 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, members of the Board who are not members 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 year, 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 needs 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 in the office of director, 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.
7. Assist the Board in assessing whether individual members of the Board are independent within the Nasdaq listing standards.
8. Review the outside activities of, and consider questions of possible conflicts of interest of, Board members and senior executives.
9. 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.
10. Periodically review and reassess the adequacy of this Charter and conduct a periodic evaluation of the Committee's performance.
11. Form and delegate the Committee's authority to one or more subcommittees when appropriate.
12. 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.

13. Review and approve all related-party transactions, defined as those transactions required to be disclosed under Item 404 of Regulation S-K.

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.

Adopted: 2/28/06
Amended: 3/5/08 and 6/9/09