KOPIN CORPORATION
THIRD AMENDED AND RESTATED POLICY ON
INSIDER TRADING AND CONFIDENTIALITY

I. Purpose and Scope

The purpose of this policy is to establish when trading in the capital stock of Kopin Corporation by directors, officers and employees is not permitted or appropriate, thereby reducing the risk that directors, officers or employees of Kopin might be found to have engaged in insider trading in violation of the securities laws. Kopin's Board of Directors has adopted this policy to promote compliance with federal, state and foreign securities laws that prohibit certain persons who are aware of material nonpublic information about a company from: (i) trading in securities of that company; or (ii) providing material nonpublic information to other persons who may trade on the basis of that information. Regulators have adopted sophisticated surveillance techniques to identify insider trading transactions, and it is important to the company to avoid even the appearance of impropriety.

This policy applies to trading in the stock of Kopin by any employee, officer or director of Kopin or of any of our subsidiaries, or by any family member of any such person who shares the same household as the person (a "Family Member"). "Trading" includes not only purchases and sales of Kopin's stock, but also of options, warrants, puts and calls, and other derivative securities related to our stock.

II. General Trading Policy

As a general rule, it is against the law and a violation of our policy to buy or sell any securities while in possession of material non-public information relevant to that security (sometimes called "inside information"), or to communicate such information to others who trade on the basis of such information (known as "tipping"). In recent years, Congress has toughened the penalties for trading on or tipping material inside information and the Securities and Exchange Commission has aggressively pursued cases against such traders and tippers. **Any person who engages in insider trading or tipping can face a substantial jail term (up to 10 years) and fines up to three times the profit gained (or loss avoided) by that person and/or their "tippees," as well as substantial civil liabilities.** Kopin may also be liable for insider trading violations by employees, if it is found that it failed to take appropriate steps to prevent the employee's insider trading.

In general, information is "material" as to a security if a reasonable investor would consider the information significant in deciding whether to buy, hold or sell the security, and which therefore could reasonably affect the price of the security. Examples of events or developments that should be presumed to be "material" in the context of the Kopin stock would be events such as the following that have not yet been fully disclosed to the public:

- receipt of a government or private contract funding award;

- unexpectedly favorable or adverse test results for a significant product of Kopin;
- knowledge of a trend in Kopin's revenues or earnings not yet fully disclosed to the public;
- a change in Kopin’s pricing or cost structure;
- gain or loss not yet disclosed to the public;
- impending bankruptcy or the existence of severe liquidity problems;
- loss of a major customer;
- a pending or proposed mergers, acquisition, or tender offer;
- a pending or proposed joint venture;
- major litigation;
- a company restructuring;
- a change in management;
- significant related party transactions;
- significant cybersecurity incidents; or
- a purchase or sale of a significant asset or other significant corporate transaction.

These examples are illustrative only and are not intended to be exhaustive examples of material information.

Information that has not been disclosed to the public is generally considered to be nonpublic information. In order to establish that the information has been disclosed to the public, it may be necessary to demonstrate that the information has been widely disseminated. Information generally would be considered widely disseminated if it has been disclosed through the Dow Jones “broad tape,” newswire services, a broadcast on widely available radio or television programs, publication in a widely-available newspaper, magazine or news website, or public disclosure documents filed with the SEC that are available on the SEC’s website. By contrast, information would likely not be considered widely disseminated if it is available only to Kopin’s employees, or if it is only available to a select group of analysts, brokers and institutional investors.

Once information is widely disseminated, it is still necessary to afford the investing public with sufficient time to absorb the information. As a general rule, information should not be considered fully absorbed by the marketplace until after the second business day after the day on which the information is released. If, for example, Kopin were to make an announcement on a Monday, you should not trade in Kopin stock until Thursday. Depending on the particular circumstances, Kopin may determine that a longer or shorter period should apply to the release of specific material nonpublic information.

Our employees, officers and directors must not engage in transactions in Kopin stock when the employee, officer or director possesses material inside information as to Kopin and must not communicate such information to any third party except persons who have a legitimate need to know such information and understand their obligation not to trade on it. Whether a particular item was "material" will be judged with 20-20 hindsight. **Accordingly, when in doubt as to a particular item of information, you should presume it to be material and not to have been disclosed to the public**. Because of the inevitable appearance of impropriety if Family Members of an employee, officer or director trade in Kopin stock at a time when material information has not been disclosed, this policy also applies to trading by Family Members.

More generally, all of our employees, officers and directors are reminded to use extreme care to assure that confidential information is not inadvertently disclosed to others. Be particularly careful to avoid discussing any matter that might be sensitive or confidential in public places, such as lobbies, airports or restaurants. Meetings in which confidential information is discussed should be conducted behind closed doors. Even inadvertent "leaks" of confidential information can create problems for us and our employees, officers and directors.

As with our other employee policies, violation of this policy by any employee of Kopin or any of our subsidiaries (or by any Family Member of the employee) is grounds for immediate disciplinary action, including possible dismissal from employment.

III. Administration of the Policy

Our Chief Financial Officer, and in their absence, Director of Human Resources or another employee designated by the Chief Financial Officer shall be responsible for administration of this policy.

IV. Specific Restrictions on Trading in Kopin Corporation Stock

A. Officers and Directors

Officers, as well as their Family Members, may not conduct any transactions involving Kopin stock (other than as specified by this Policy), during a “Blackout Period” beginning 15 days prior to the end of each fiscal quarter and ending on the second business day following the date of the public release of Kopin’s earnings results for that quarter. In other words, these persons may only conduct transactions in Kopin stock during the “Window Period” beginning on the second business day following the public release of Kopin’s quarterly earnings and ending 15 days prior to the close of the next fiscal quarter.

Under certain very limited circumstances, a person subject to this restriction may be permitted to trade during a Blackout Period, but only if the Chief Financial Officer concludes that the person does not in fact possess material nonpublic information. Persons wishing to trade during a Blackout Period must contact the Chief Financial Officer for approval at least two business days in advance of any proposed transaction involving Kopin stock.

In addition, directors and certain officers of Kopin are subject to certain reporting requirements, trading restrictions and "short swing" profit recovery provisions under Section 16 of the Securities Exchange Act. In particular, each director and executive officer of Kopin must, as a general rule pursuant to Section 16, report changes of beneficial ownership in securities of Kopin on a Form 4 filed with and received by the Securities and Exchange Commission no later than 5:30 p.m. Eastern Time on the second business day following the day on which the transaction occurs (the trade date, not the settlement date). This general requirement that a Form 4 be filed within two business days of the trade date is modified in the case of purchases and sales of Kopin securities made pursuant to a contract, instruction or written plan that satisfies the affirmative defense conditions of Rule 10b5-1(c) of the Securities Exchange Act (i.e. a Rule 10b5-1 trading plan) or discretionary transactions made pursuant to an employee benefit plan, provided that the director or executive officer of Kopin does not select or has not selected the date of execution of the transaction. In these particular cases, a director or executive officer of Kopin must file, and the Securities and Exchange Commission must receive, a Form 4 reporting the applicable transaction before the end of the second business day following the day on which the executing broker, dealer or plan administrator, as applicable, notifies the director or executive officer of the execution of the transaction (rather than two business days after the trade date), provided that the notification date is not later than the third business day following the trade date. If the notification is provided after the third business day following the trade date, the two-day period runs from that third business day and the transaction must be reported on a Form 4 no later than the fifth business day following the trade date. Transactions that must be reported on Form 4 by directors and executive officers of Kopin pursuant to Section 16 include, without limitation, stock purchases and sales, stock option exercises, stock and option grants, restricted stock grants, and most other equity compensation transactions.

In order to ensure compliance with the Section 16 reporting requirements and to help prevent in advance any inadvertent violations of the federal securities laws, directors and executive officers of Kopin, together with their Family Members, may not engage in any stock plan transaction (such as an option exercise), gift, loan, pledge, contribution to a trust or any other transaction in Kopin stock without first obtaining pre-clearance of the transaction from our Chief Financial Officer. A request for preclearance should be submitted to our Chief Financial Officer at least one week in advance of the proposed transaction. Our Chief Financial Officer will then determine whether the transaction may proceed; trades are subject to restrictions described above in the second preceding paragraph. Each of our directors and officers also should immediately report to our Chief Financial Officer upon execution the details of every transaction involving Kopin stock and stock options, including gifts, transfers, pledges, and all transactions made pursuant to a Rule 10b5-1 trading plan. All determinations and interpretations by the Chief Financial Officer regarding the policy shall be final and not subject to further review.

B. Employees – Director Level

Directors, as well as their Family Members, may not conduct any transactions involving Kopin stock (other than as specified by this Policy), during a Director Blackout Period beginning 15 days prior to the end of each fiscal quarter and ending on the second business day following the date of the public release of Kopin's earnings results for that quarter. In other words, these persons may only conduct transactions in Kopin stock during the "Director Window Period" beginning on the second business day following the public release of Kopin's quarterly earnings and ending 15 days prior to the close of the next fiscal quarter.

Under certain very limited circumstances, a person subject to this restriction may be permitted to trade during a Director Blackout Period, but only if the Chief Financial Officer concludes that the person does not in fact possess material nonpublic information. Persons wishing to trade during a Director Blackout Period must contact the Chief Financial Officer for approval at least two business days in advance of any proposed transaction involving Kopin stock.

C. Employees – Non-Director Level

No non-director level employee of Kopin or any of its subsidiaries, and no Family Member of any such employee, shall purchase or sell Kopin stock during the two-week period before the release of our quarterly or annual earnings results and two full business days after such release. Kopin may, from time to time, inform its non-director level employees of additional periods in which they may not purchase or sell Kopin stock. Each non-director level employee shall be prohibited from purchases or sales of Kopin stock during any and all such periods.

D. Trading by Officer, Director or Employee Fiduciary Accounts

The foregoing restrictions apply to the purchase or sale of Kopin stock for any fiduciary account (e.g., trustee, executor, custodian) with respect to which the employee, officer or director (or Family Member) makes the investment decision, regardless of whether the employee, officer or director (or Family Member) has any beneficial interest in the account.

E. Stock Options

The foregoing trading period restrictions do not apply to exercises of stock options under our stock option and equity incentive plans. Exercises of stock options by directors and certain officers of Kopin, however, do require prior notice as described in Part IV(A) above. Sales of option shares require prior notice and remain subject to other applicable restrictions.

F. "Short Sales"

"Short sales" of Kopin stock by any employee, officer or director (or Family Member) are absolutely prohibited.

G. Short-Term Trading

Short-term trading of Kopin stock may be distracting to the person and may unduly focus the person on Kopin's short-term stock market performance instead of the Kopin's long-term business objectives. For these reasons, any director, officer or other employee of Kopin who purchases Kopin stock in the open market may not sell any Kopin stock of the same class during the six months following the purchase (or vice versa).

H. Hedging Transactions

Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a director, officer or employee to continue to own Kopin stock obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as Kopin's other stockholders. [Therefore, directors, officers and employees are prohibited from engaging in any such transactions.] [Therefore, the Company strongly discourages you from engaging in such transactions. Any person wishing to enter into such an arrangement must first submit the proposed transaction for approval by the Chief Financial Officer. Any request for pre-clearance of a hedging or similar arrangement must be submitted to the Chief Financial Officer at least two weeks prior to the proposed execution of documents evidencing the proposed transaction and must set forth a justification for the proposed transaction.].

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Of course, the general restrictions in Part II of this policy (trading on insider information) apply in all situations, whether or not they are within the scope of this Part III. Moreover, the fact that a securities transaction subject to this Part III is cleared by our Chief Financial Officer does not excuse the person effecting the transaction from assuring that he or she complies with the legal responsibilities described in Part II of this policy.

Persons subject to this policy have ethical and legal obligations to maintain the confidentiality of information about Kopin and to not engage in transactions in Kopin stock while in possession of material nonpublic information. Each individual is responsible for making sure that he or she complies with this policy, and that any family member, household member or entity whose transactions are subject to this policy, as discussed below, also comply with this policy. In all cases, the responsibility for determining whether an individual is in possession of material nonpublic information rests with that individual, and any action on the part of Kopin, the Chief Financial Officer or any other employee or director pursuant to this policy (or otherwise) does not in any way constitute legal advice or insulate an individual from liability under applicable securities laws. You could be subject to severe legal penalties and disciplinary action by Kopin for any conduct prohibited by this policy or applicable securities laws.

V. Rule 10b5-1 Insider Selling Plans

Notwithstanding anything in this policy to the contrary, trading in Kopin stock pursuant to an insider selling plan or program established in accordance with Rule 10b51 of the Securities Exchange Act of 1934, as amended (the “Securities Exchange Act”), and authorized by Kopin and its legal counsel shall not be deemed a violation of paragraphs (III)(A), (B), (C), or (D) of this policy. Trades in Kopin stock effected pursuant to a Rule 10b5-1 trading plan must be reported immediately upon execution to our Chief Financial Officer, however, so that the transaction may be timely reported to the Securities and Exchange Commission in compliance with Section 16 of the Securities Exchange Act.

Any of our directors or officers who wishes to implement or amend a trading plan under Rule 10b5-1 of the Securities Exchange Act must first pre-clear the plan or amendment with our Chief Financial Officer. As required by Rule 10b5-1, a director or officer of Kopin may enter into a trading plan only when not in possession of material nonpublic information. In addition, no director or officer of Kopin may enter into a Rule 10b5-1 trading plan during a blackout period.

VI. Confidentiality

Serious problems could be caused for Kopin by unauthorized disclosure of internal information about us, whether or not for the purpose of facilitating improper trading in the stock. Kopin personnel should not discuss internal company matters or developments with anyone outside of Kopin, except as required in the performance of regular corporate duties.

This prohibition applies specifically (but not exclusively) to inquiries about us which may be made by the financial press, investment analysts or others in the financial community. It is important that all such communications on behalf of Kopin be through an appropriately designated officer under carefully controlled circumstances. Unless you are expressly authorized to the contrary, if you receive any inquiries of this nature, you should decline comment and refer the inquirer to our Chief Financial Officer.

VII. Post-Termination Transactions

This policy continues to apply to transactions in Kopin stock even after termination of service to Kopin. If an individual is in possession of material nonpublic information when their service terminates, that individual may not trade in Kopin stock until that information has become public or is no longer material.

VIII. Consequences of Violations

The purchase or sale of securities while aware of material nonpublic information, or the disclosure of material nonpublic information to others who then trade in the Kopin stock, is prohibited by the federal and state laws. Insider trading violations are pursued vigorously by the SEC, U.S. Attorneys and state enforcement authorities as well as the laws of foreign jurisdictions.

Punishment for insider trading violations is severe and could include significant fines and imprisonment. While the regulatory authorities concentrate their efforts on the individuals who trade, or who tip inside information to others who trade, the federal securities laws also impose potential liability on companies and other "controlling persons" if they fail to take reasonable steps to prevent insider trading by company personnel.

In addition, an individual's failure to comply with this policy may subject the individual to company-imposed sanctions, including dismissal for cause, whether or not the employee's failure to comply results in a violation of law. Needless to say, a violation of law, or even an SEC investigation that does not result in prosecution, can tarnish a person's reputation and irreparably damage a career.

IX. Disclaimer of New Liabilities

This policy statement is not intended and shall not be deemed to impose on Kopin or its employees, officers or directors any civil, criminal or other liability that would not exist in the absence of this policy statement.