

KOPIN CORPORATION

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER

Charter

This charter governs the operations of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Kopin Corporation (the "Company"). At least annually, the Committee shall review and reassess this charter and recommend any proposed changes to the Board for its approval. The Company shall make this charter available on its website at www.kopin.com.

Membership of Committee

The Committee shall be composed of at least three directors, each of whom is independent of management and the Company. Members of the Committee shall be considered independent if they have no relationship that may interfere with the exercise of their independence from management and the Company and otherwise satisfy the independence requirements of the applicable rules and regulations of the Nasdaq Stock Market, Inc. ("Nasdaq") and the Securities and Exchange Commission ("SEC").

All Committee members shall be able to read and understand fundamental financial statements, and at least one member shall have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including current or past position as a principal financial officer or other senior officer with financial oversight responsibilities and will otherwise qualify as an "audit committee financial expert" as defined in applicable SEC rules and determined by the Board. To help meet these requirements, the Committee will provide its members with annual continuing education opportunities in financial reporting and other areas relevant to the Committee.

The Committee shall be appointed by the Board, upon recommendation of the Nominating and Corporate Governance Committee of the Board. The chairman of the Committee shall be designated by a majority vote of the full Committee. Committee members shall serve until their successors are duly appointed and qualified or until their earlier removal by the Board at any time. The Committee may form and delegate any of its responsibility to subcommittees, consisting of one or more members, as it deems necessary or appropriate in its sole discretion.

Meetings

The Committee shall meet as often as it shall determine, but not less frequently than quarterly. The Committee shall meet at least quarterly with management and the independent auditors in separate executive sessions to discuss any matters that the Committee or any of these groups believe should be discussed privately. In accordance with the *Responsibilities and Process* section contained in this charter, any such quarterly meetings may be delegated to one or more members of the Committee. The Committee

may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or any consultant to, the Committee.

Except as otherwise provided by the Certificate of Incorporation or By-Laws of the Company, the frequency, location and operation of meetings and similar procedural matters relating to the Committee shall, to the extent applicable, be the same as those that relate to meetings of, and procedural matters concerning, the Board.

Advisers and Consultants and Funding

The Committee is authorized to engage, and the Company shall provide funding for, such independent counsel and other advisors as the Committee may deem necessary or advisable to retain to assist the Committee in carrying out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any such counsel or other advisors and to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company. The Company also shall provide appropriate funding, as determined by the Committee, for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Purposes of the Committee

The Committee shall assist the Board in oversight and monitoring of (i) the integrity of the Company's financial statements, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditors, including their qualifications and independence, (v) performance of the independent auditor and internal audit function (if any), (vi) the Company's systems of disclosure controls and procedures, internal controls over financial reporting, and (vii) the auditing, accounting, and financial reporting process generally. It is the goal of the Committee to maintain free and open communication among the Committee, independent auditor, the internal audit function (if any) and management of the Company. In discharging its oversight role, the Committee has the authority to conduct investigations into any matters within its scope of responsibility, obtain advice from outside legal, accounting or other advisers and is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company. The Committee, in carrying out its duties and responsibilities, has the authority to meet with and seek any information it requires from employees, officers, directors or external parties.

Authority, Responsibilities and Processes

The primary responsibility of the Committee is to select, and ensure the independence of, the independent auditor, oversee the Company's financial reporting process on behalf of the Board and report the results of its activities to the Board. Management is responsible for preparing the Company's financial statements, and the independent auditor is

responsible for auditing those financial statements. The Committee, in carrying out its responsibilities, believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances. The Committee should take the appropriate actions to set the overall corporate "tone" for quality financial reporting, sound business risk practices and ethical behavior.

The following shall be the principal recurring processes of the Committee in carrying out its oversight responsibilities. The processes are set forth as a guide with the understanding that the Committee may supplement them as appropriate.

Relating to the Independent Auditor

- The Committee shall have a clear understanding with management and the independent auditor that the independent auditor is ultimately accountable, and must report directly, to the Committee, as representatives of the Company's stockholders. The Committee shall have the sole authority to appoint (subject, if applicable, to ratification by the stockholders of the Company), terminate and replace the independent auditor. The Committee may receive input from management on these matters but shall not delegate these responsibilities. The Committee shall be responsible for the oversight of the independent auditor, including the resolution of any disagreements between management and the independent auditor regarding financial reporting or other matters.
- The Committee shall have the sole authority to approve the scope, fees and terms of all audit engagements, as well as all permissible non-audit engagements of the independent auditor. The Committee shall pre-approve all audit and permissible non-audit services to be performed for the Company by the independent auditor, giving effect to the "de minimus" exception for ratification of certain non-audit services set forth in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). On an annual basis, the Committee shall consider whether the provision of non-audit services by the independent auditor, on an overall basis, is compatible with maintaining the independent auditor's independence from management.

Actively engage in dialogue with the independent auditor with respect to any disclosed relationships or services that may affect the independence and objectivity of the auditor and take appropriate actions to oversee the independence of the independent auditor.

The Committee shall evaluate the qualifications, performance and independence of the independent auditors, and taking into account the opinions of management. The Committee shall review all written disclosures required by the Public Company Accounting Oversight Board ("PCAOB") to be provided by the independent auditor. The Committee shall review the experience and qualifications of the lead partner each year and shall, to the extent required by applicable Nasdaq or SEC rules and

regulations, ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit. The Committee will also consider whether there should be rotation of the independent auditor itself.

- At least annually, obtain and review a report by the independent auditor describing: (i) the independent auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the independent auditor, and any steps taken to deal with such issues; and (iii) all relationships between the independent auditor and the Company addressing the matters set forth in PCAOB Rule 3526.
- The Committee shall set clear hiring procedures for employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.
- Review with the independent public accountants the matters required to be discussed by Auditing Standard No. 16, as adopted by the PCAOB and amended from time to time.

Relating to Audits and Financial Statements

- The Committee shall discuss with the independent auditor the overall scope and plans for the annual audit.
- The Committee shall review and discuss with management and the independent auditor, at least annually, the adequacy and effectiveness of the Company's financial reporting process, internal control over financial reporting, and disclosure controls and procedures, including whether there are any significant deficiencies or material weaknesses in the design or operation of such processes, controls and procedures and any corrective action taken with respect to any significant deficiencies and weaknesses.
- The Committee shall review with management and the independent auditor the audited financial statements (including management's discussion and analysis contained therein) to be included in the Company's Annual Report on Form 10-K, including its judgment as to the quality, and not only the acceptability, of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements. The Committee also shall discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditor under generally accepted accounting principles. Based on the foregoing and on review of other information made available to the Committee, the Committee shall recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

- The Committee annually shall prepare, review and approve a report of the Committee to the stockholders of the Company, as required by SEC rules, to be included in the Company's annual proxy statement.
- The Committee shall review the interim financial statements (including management's discussion and analysis contained therein) with management and the independent auditor prior to the filing of each of the Company's Quarterly Reports on Form 10-Q. The Committee also shall discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditor under generally accepted accounting standards or other applicable rules and regulations. The chairman of the Committee may represent the entire Committee for the purposes of this review.
- The Committee shall review other relevant reports or financial information submitted by the company to any governmental body or the public, including management certifications as required in Item 601(b)(31) of Regulation S-K and relevant reports rendered by the independent auditor (or summaries thereof).
- Discuss generally with management, prior to release, the Company's quarterly earnings press releases and accompanying financial information. The Committee need not approve each earnings release prior to issuance.
- The Committee shall discuss with the independent auditor any matters required to be discussed relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- The Committee shall review and discuss with the independent auditor each report of the independent auditor, delivered to the Committee concerning: (a) all critical accounting policies and practices to be used, (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- The Committee shall review the disclosures made by officers of the Company in the certification required to be filed (a) as part of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, regarding any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls and (b) pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, regarding the compliance of periodic reports and their fair presentation of the Company's financial statements and results of operations.

- In consultation with the independent auditor and internal audit (if any), the Committee shall review the integrity of the Company's financial reporting processes (both internal and external).
- The Committee shall understand the scope of the internal and independent auditors' review of internal control over financial reporting and obtain reports on significant findings and recommendations, together with management responses.
- The Committee shall review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; major issues as to the adequacy of the Company's internal controls; and any special audit steps adopted in light of material control deficiencies.
- The Committee shall review analyses prepared by management and the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.

The Committee shall review the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Company.

Oversight of Risk Assessment and Risk Management

- Review, with the Company's counsel, legal compliance and legal matters that could have a significant impact on the Company's financial statements.
- The Committee shall discuss annually policies with respect to risk assessment and risk management, including appropriate guidelines and policies to govern the process, as well as the Company's major financial risk exposures and the steps management has undertaken to control such risk exposures.
- The Committee shall review and discuss with management, at least annually, the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures; and with respect to operational risk, review with management matters related to the effectiveness of the Company's control environment and the status of corrective actions.
- The Committee's responsibilities pertaining to risk do not extend to risk matters to the extent they are reported on to another committee of the Board or risk matters handled directly by the Board.

Relating to Other Compliance Matters

- The Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters and shall monitor ongoing compliance with those provisions.
- In the event the Committee is made aware of any allegation of fraud relating to the Company and/or any of its officers, directors or employees that the Committee deems could be material to the Company's business or operations, the Committee shall (i) convene a meeting of the Committee to review such allegation and (ii) if the Committee deems it necessary or advisable, it shall engage independent counsel to assist in an investigation, including, if the Committee and such counsel deem it necessary or advisable, an investigation to determine whether such allegation implicates any violation of Section 10A of the Exchange Act. If pursuant to such investigation the Committee discovers that a material fraud has occurred, the Committee shall (i) assess the Company's internal controls and cause the implementation of such remedial measures as it determines necessary or advisable, (ii) take appropriate action against the perpetrator(s) of such fraud and (iii) cause the Company to make appropriate disclosures relating to the matter in the Company's periodic reports filed with the SEC or otherwise.
- The review and approval of the Committee shall be required prior to the Company entering into any transactions with a related party.
- The Committee shall review such other reports, adopt such other policies and implement such other procedures as shall be necessary to comply with SEC rules and regulations.
- To conduct an annual performance evaluation of the Committee and report the results thereof to the full Board.
- To report regularly to the Board on the Committee's activities.
- The Committee shall review this charter at least annually and recommend to the Board any necessary amendments.
- To perform any other activities consistent with this charter, the Company's Certificate of Incorporation and By-laws and applicable law, as the Committee or the Board deems appropriate.

Amended: October 15, 2013.