

## **KOPIN CORPORATION**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### Charter

This charter governs the operations of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Kopin Corporation (the "Company"). The Committee shall review the adequacy of this charter at least annually and recommend any proposed changes to the Board for its approval, although the Board shall have sole authority to amend this charter. The Company shall make this charter available on its website at [www.kopin.com](http://www.kopin.com).

#### Membership of Committee

The Committee shall be composed of at least three directors appointed by the Board, each of whom shall satisfy the applicable independence requirements of the Nasdaq Stock Market ("Nasdaq"), as they may be amended from time to time, and the rules and regulations of the Securities and Exchange Commission.

Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The chairperson of the Committee shall be appointed by the Board. 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 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 annually. In addition, the Committee shall meet as often as it deems necessary to carry out its duties as they may relate to the filling of vacancies on the Board or other Committees of the Board at times other than the time of the annual meeting of stockholders of the Company. 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

The Committee shall have the authority to select, retain and terminate such consultants, outside counsel and other advisors ("Consultants") as it deems necessary or appropriate in its sole discretion. The Committee may invite such Consultants to attend meetings of the Committee or to meet with any members of the Committee. The Committee shall have the sole authority to approve the fees and retention terms relating to such Consultants, which fees shall be borne by the Company.

#### Purposes of the Committee

The Committee shall identify qualified individuals to become members of the Board and recommend to the Board proposed nominees for Board membership, recommend to the Board directors to serve on each committee of the Board, oversee the evaluation of the Board, and assess the Board's effectiveness and develop and implement the Company's corporate governance guidelines.

#### Authority and Responsibilities

The Committee shall have the following authority and responsibilities:

- The Committee shall develop appropriate criteria for identifying properly qualified director candidates. All such criteria must be approved by the Board. The Committee shall review these criteria on an annual basis and make recommendations to the Board regarding approval or modification of these criteria.
- To lead the search and identify individuals qualified to become members of the Board and to select director nominees to be presented for stockholder approval at the annual meeting of the Company's stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director, including a vacancy created by an increase in the size of the Board, the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate, but in all cases the recommendations of the Committee must be consistent with the criteria for identifying qualified candidates approved by the Board.
- To review at least annually the standards to be applied by the Board in making determinations as to whether a director satisfies the applicable independence requirements, to recommend to the Board any modifications to these standards that the Committee deems desirable and to provide to the Board the Committee's assessment of which directors satisfy such independence requirements under then-current standards and under any recommended modifications to such standards.
- To review the Board's membership structure and make recommendations to the Board as necessary.

- To review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee of the Board and to fill vacancies as needed.
- To oversee and conduct an annual performance evaluation of the full Board and the Committee and report the results thereof to the full Board.
- To develop and recommend to the Board for its approval a set of corporate governance guidelines, which the Committee shall review annually, or more frequently if appropriate, and recommend changes as necessary.
- To develop and recommend to the Board for its approval the Company's code of business conduct and ethics, which the Committee shall review annually, or more frequently if appropriate, and recommend changes as necessary.
- To provide general advice to the Board on corporate governance matters.
- To report regularly to the Board on the Committee's activities.
- To perform any other activities consistent with this charter, the Company's corporate governance guidelines, the Company's Certificate of Incorporation and By-laws and applicable law, as the Committee or the Board deems appropriate.

Amended: October 15, 2013.