

## **KOPIN CORPORATION**

### **POLICY REGARDING CONSIDERATION OF DIRECTOR NOMINEES NOMINATED BY STOCKHOLDERS**

The Nominating/Corporate Governance Committee (the “Committee”) will consider nominees for Director recommended by stockholders entitled to vote generally in the election of directors. The Committee will also consider nominees who satisfy the minimum qualifications prescribed for Board candidates which are described below as well as the additional information referred to below. The Committee will apply the same criteria when considering the nominee as applied to nominees proposed by the Company or the board Stockholders wishing to suggest a nominee for director should write to Kopin Corporation, c/o Investor Relations, 125 North Drive, Westborough Ma 01581, and include the following:

- The name and address of the stockholder and a statement that he, she or it is one of our stockholders and is proposing a nominee for consideration by the Nominating Committee;
- The class and number of shares of our capital stock owned by the stockholder as of the record date for the annual stockholder meeting (if such date has been announced) and as of the date of the notice, and length of time such stockholder has held such shares;
- The name, age and address of the nominee;
- A description of the nominee’s business and educational experience;
- The class and number of shares of our capital stock, if any, owned by the nominee, and length of time such nominee has held such shares;
- A description of any relationship between the nominee and any of our customers, suppliers or competitors or any actual or potential conflict of interest;
- A description of any relationship or understanding between the stockholder and the nominee; and
- A written consent by the nominee that the candidate is willing to be considered and willing to serve as a director if nominated and elected.

Under section 2.11 of our Fourth Amended and Restated By-laws, nominations for directors may be made only by or at the direction of the board, or by a stockholder of record at the time of giving notice who is entitled to vote for the election of directors at the meeting and delivers to Kopin Corporation timely written notice to the Secretary of the Company along with the additional information and materials required by section 2.11 of our Fourth Amended and Restated By-laws not less than 30 days nor more than 75 days prior to our preceding year’s annual meeting of stockholders. You can obtain, without charge, a copy of the by-laws by writing to Kopin Corporation, c/o Investor Relations, 125 North Drive, Westborough Ma 01581. Only those recommendations that comply with the procedural requirements under our by0laws will be considered by the Committee.