

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

STAAR SURGICAL COMPANY

STAAR Surgical Company, a corporation duly organized and existing under the laws of the State of Delaware (the "Corporation"), certifies the following:

1. The Corporation was originally incorporated in the State of Delaware on April 3, 1986 under its present name.
2. This Amended and Restated Certificate of Incorporation amends, restates and integrates the provisions of the Amended and Restated Certificate of Incorporation of the Corporation, as heretofore amended or supplemented.
3. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Section 242 and Section 245 of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

ARTICLE 1

Name

The name of the Corporation is STAAR Surgical Company.

ARTICLE 2

Registered Office

The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive in the City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE 3

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE 4

Capital Stock

(a) The Corporation shall be authorized to issue seventy million (70,000,000) shares of capital stock, which shall be divided into two classes, consisting of sixty million (60,000,000) shares of Common Stock, par value of \$0.01 per share ("Common Stock"), and ten million (10,000,000) shares of Preferred Stock, par value \$0.01 per share ("Preferred Stock").

(b) The designations and the powers, preferences and rights, and the qualifications or restrictions thereof are as follows:

Except as otherwise required by statute or provided for by resolution or resolutions of the Board of Directors, as hereinafter set forth, the holders of the Common Stock of the Corporation shall possess the exclusive right to vote for the election of directors and for all other corporate purposes.

The Preferred Stock shall each be issued from time to time in one or more series, with such distinctive serial designations as shall be stated and expressed in the resolution or resolutions providing for the issue of such shares from time to time adopted by the Board of Directors; and in such resolution or resolutions providing for the issue of shares of each particular series the Board of Directors is expressly authorized to fix the annual rate or rates of dividends for the particular series and the date from which dividends on all shares of such series issued prior to the record date for the first dividend payment dated shall be cumulative; and

the redemption price or prices for the particular series; the rights, if any, of holders of the shares of the particular series to convert the same into shares of any other series or class or other securities of the Corporation or of any other corporation, with any provisions for the subsequent adjustment of such conversion rights; and to classify or reclassify any unissued Preferred Stock by fixing or altering from time to time any of the foregoing rights, privileges and qualifications.

All the Preferred Stock of any one series shall be identical with each other in all respects, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative; and all Preferred Stock shall be of equal rank, regardless of series, and shall be identical in all respects except as to the particulars fixed by the Board as hereinabove provided or as fixed herein.

ARTICLE 5 **Bylaws**

The Board of Directors is expressly authorized to adopt, amend or repeal the bylaws of the Corporation (as the same may be amended and/or restated from time to time, the "Bylaws").

ARTICLE 6 **Indemnification**

The Corporation shall, to the full extent permitted by Section 145 of the DGCL, have the power to indemnify all persons whom it may indemnify pursuant thereto.

ARTICLE 7 **Arrangement with Creditors**

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement then the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on this Corporation.

ARTICLE 8 **Limitation of Director Liability**

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the payment of unlawful dividends or unlawful stock repurchases or redemptions under Section 174 of the DGCL; or (iv) for any transaction from which the director derived an improper personal benefit.

ARTICLE 9 **Election of Directors**

(a) Subject to the special rights, if any, of the holders of one or more series of Preferred Stock to elect directors, the number of directors that shall constitute the entire Board of Directors of this Corporation shall be not less than five (5) nor more than nine (9), and the exact number of such directors shall be fixed, within the foregoing limitations, by the vote of a majority of the entire Board of Directors. Directors need not be stockholders. Except as otherwise provided by this Amended and Restated Certificate of Incorporation (as the same may be amended and/or restated from time to time, the "Certificate of Incorporation"), the Bylaws or applicable law, the directors shall be elected at the annual meeting of stockholders, and each director shall hold office until his or her successor shall have been duly elected and qualified, or until his or her earlier death, resignation, removal or disqualification.

(b) Subject to the special rights, if any, of the holders of one or more series of Preferred Stock to elect directors, all directors shall be elected by a plurality of votes of the shares that are represented in person or by proxy at the annual meeting of stockholders in each year and that are entitled to vote on the election of directors. Elections of directors need not be by written ballot unless the Bylaws shall otherwise provide.

ARTICLE 10
Vacancies and Newly Created Directorships

Subject to the special rights, if any, of the holders of one or more series of Preferred Stock to elect directors, newly created directorships resulting from any increase in the number of directors, and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause, shall be filled exclusively by the affirmative vote of a majority of the remaining members of the Board of Directors (and not by stockholders), although less than a quorum, or by a sole remaining director. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

ARTICLE 11
Prohibition on Stockholder Action by Consent

Any action required or permitted to be taken by stockholders must be taken at an annual meeting or special meeting of stockholders, and no action required or permitted to be taken by stockholders may be taken by consent or consents in lieu of a meeting of stockholders.

ARTICLE 12
Amendment of Certificate of Incorporation and Bylaws

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Notwithstanding anything to the contrary contained in this Certificate of Incorporation or the Corporation's Bylaws, but in addition to any vote required by the DGCL or any other provision of this Certificate of Incorporation, Articles 9, 10, 11 and 12 of this Certificate of Incorporation shall not be altered, amended or repealed, and no provision inconsistent therewith shall be adopted, without the affirmative vote of the holders of at least two-thirds in voting power of the outstanding stock of the Corporation entitled to vote thereon.

Notwithstanding anything to the contrary contained in this Certificate of Incorporation or the Bylaws, but in addition to any vote required by any other provision of this Certificate of Incorporation, any provision of the Bylaws or the DGCL, Section 11 of Article II, Section 2 of Article III, and Section 11 of Article III of the Bylaws shall not be altered, amended or repealed by the stockholders, and no provision inconsistent therewith shall be adopted by the stockholders, without the affirmative vote of the holders of at least two-thirds in voting power of the outstanding stock of the Corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has caused this Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer, on this 14th day of June, 2018.

STAAR Surgical Company

By: _____



Name: Samuel Gesten

Title: Secretary

