

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COOPER COMPANIES, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF FEBRUARY, A.D. 2024, AT 4 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

888132 8100
SR# 20240527170

Authentication: 202820006
Date: 02-15-24

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT TO
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
THE COOPER COMPANIES, INC.**

The Cooper Companies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: That Paragraph (a) of Article IV of the Second Restated Certificate of Incorporation is hereby amended to read in its entirety as follows:

“(a) Number of Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 481,000,000 consisting of (i) 480,000,000 shares of Common Stock (“Common Stock”), each share having a par value of \$.10, and (ii) 1,000,000 shares of Preferred Stock (“Preferred Stock”), each share having a par value of \$.10. Effective as of 5:00 p.m., Eastern Time, on February 16, 2024 (the “Effective Time”), each issued and outstanding share of the Corporation’s Common Stock shall be divided into four (4) validly issued, fully paid and non-assessable shares of Common Stock reflecting a four (4) for one (1) stock split (the “Stock Split”). The Stock Split shall occur without any further action on the part of the Corporation or the holders of shares of Common Stock and whether or not certificates representing such holders’ shares prior to the Stock Split are surrendered for cancellation.”

SECOND: The said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on this 15th day of February, 2024.

By: /s/ Albert G. White, III

Albert G. White, III

President & Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:00 PM 02/15/2024
FILED 04:00 PM 02/15/2024
SR 20240526593 - File Number 888132

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The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "THE COOPER COMPANIES, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2025, AT 2:04 O`CLOCK P.M.



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

888132 8100
SR# 20251894147

Authentication: 203576930
Date: 04-30-25

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT
TO
SECOND RESTATED CERTIFICATE OF INCORPORATION
OF
THE COOPER COMPANIES, INC.**

The Cooper Companies, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The Board of Directors of the Corporation duly adopted resolutions at a meeting recommending and declaring advisable that the Second Restated Certificate of Incorporation of the Corporation be amended and that such amendment be submitted to the stockholders of the Corporation for their consideration, as follows:

Section (a) of Article X of the Second Restated Certificate of Incorporation of the Corporation be amended and restated in its entirety to read as follows:

"(a) A director or officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable, except for liability (i) for any breach of the director's or officer's, as applicable, 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) of a director under Section 174 of the General Corporation Law of the State of Delaware, (iv) for any transaction from which the director or officer, as applicable, derived any improper personal benefit, or (v) of an officer in any action by or in the right of the Corporation. If the General Corporation Law of the State of Delaware is amended after approval by the stockholders of this article to authorize corporate action further eliminating or limiting the personal liability of directors or officers, including removal or limitation of any of the foregoing exceptions, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification."

SECOND: The stockholders of the Corporation duly approved such amendment at an annual meeting of the stockholders of the Corporation.

THIRD: The said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Amendment to Second Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 30th day of April, 2025.

Signed by:
By: Nicholas S. Khadder
Nicholas S. Khadder
Secretary