

SIXTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AEGERION PHARMACEUTICALS, INC.
(a Delaware corporation)

Aegerion Pharmaceuticals, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

WHEREAS, the name of the Corporation is Aegerion Pharmaceuticals, Inc. The date of the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was February 4, 2005. The name under which the Corporation filed the Original Certificate was Metexion, Inc. The Original Certificate was amended on June 8, 2005 and amended and restated on December 15, 2005 (the "First Amended and Restated Certificate"). The First Amended and Restated Certificate was amended on May 25, 2007 and amended and restated on November 9, 2007 (the "Second Amended and Restated Certificate"). The Second Amended and Restated Certificate was amended on September 2, 2008, July 2, 2009, January 28, 2010, June 11, 2010 and October 1, 2010 and amended and restated on October 19, 2010 (the "Third Amended and Restated Certificate"). The Third Amended and Restated Certificate was amended and restated on October 27, 2010 (the "Fourth Amended and Restated Certificate"). The Fourth Amended and Restated Certificate was amended and restated on November 29, 2016 (the "Fifth Amended and Restated Certificate");

WHEREAS, this Sixth Amended and Restated Certificate of Incorporation (the "Certificate") amends, restates and integrates the provisions of the Fifth Amended and Restated Certificate, and was duly adopted in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law (the "DGCL");

WHEREAS, the text of the Fifth Amended and Restated Certificate is hereby amended and restated in its entirety to provide as herein set forth in full;

WHEREAS, on May 20, 2019, the Corporation and its affiliated co-debtor (collectively with the Corporation, the "Debtors"), filed voluntary petitions in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), thereby initiating cases under title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the "Bankruptcy Code"), which cases are jointly administered under Case No. 19-11632, and the Debtors have continued to operate their businesses as debtors and debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code; and

WHEREAS, pursuant to the Debtors' [First] Amended Joint Chapter 11 Plan (the "Plan"), filed on [July 9, 2019], as confirmed by that certain order of the Bankruptcy Court entered on [●], 2019, and in connection with the consummation of the transactions contemplated

thereby, the Corporation is entering into this Agreement to amend and restate the Corporation's prior Certificate of Incorporation in its entirety and continue the Corporation as a Corporation organized under the DGCL.

**ARTICLE I
NAME**

The name of the corporation is Aegerion Pharmaceuticals, Inc..

**ARTICLE II
AGENT**

The address of the Corporation's registered office in the State of Delaware is [2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is Corporation Service Company].

**ARTICLE III
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 IV
STOCK**

Section 4.1 Authorized Stock. The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, par value \$0.01 per share (the "Common Stock").

Section 4.2 Common Stock.

(a) Each holder of Common Stock, as such, shall be entitled to one vote for each share of Common Stock held of record by such holder on all matters on which stockholders generally are entitled to vote.

(b) Dividends. The holders of shares of Common Stock shall be entitled to receive dividends to the extent permitted by law when, as and if declared by the Board of Directors.

(c) Liquidation. Upon the dissolution, liquidation or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive the assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them.

Section 4.3 No Class Vote on Changes in Authorized Number of Shares of Stock. The number of authorized shares of any class or classes of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of at least a

majority of the voting power of the stock entitled to vote thereon irrespective of the provisions of Section 242(b)(2) of the DGCL.

Section 4.4 Non-Voting Stock. Notwithstanding anything in this Agreement to the contrary, the Corporation shall not issue any non-voting equity securities as and to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code as in effect on the Plan effective date; provided, however, that the foregoing restriction (i) will not have any further force or effect beyond that required under Section 1123(a)(6) of the Bankruptcy Code, (ii) will have such force and effect only for so long as Section 1123(a)(6) of the Bankruptcy Code is in effect and applicable to the Corporation, and (iii) in all events may be amended or eliminated in accordance with applicable law from time to time in effect.

ARTICLE V BOARD OF DIRECTORS

Section 5.1 Number. The Board of Directors shall initially consist of one director. Subject to the previous sentence, the number of directors as shall be determined from time to time solely by resolution of the Board of Directors.

Section 5.2 Vacancies and Newly Created Directorships; Removal.

(a) Newly created directorships resulting from any increase in the authorized number of directors and any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled solely by the affirmative vote of a majority of the remaining directors then in office even though less than a quorum of the Board of Directors, or by the sole remaining director.

Section 5.2 Powers. Except as otherwise required by the DGCL or as provided in this Certificate of Incorporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 5.3 Election; Annual Meeting of Stockholders.

(a) Ballot Not Required. The directors of the Corporation need not be elected by written ballot unless the Bylaws of the Corporation so provide.

(b) Notice. Advance notice of nominations for the election of directors, and of business other than nominations, to be proposed by stockholders for consideration at a meeting of stockholders of the Corporation shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

(c) Annual Meeting. The annual meeting of stockholders, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place, if any, either within or without the State of Delaware, on such date, and at such time as the Board of Directors shall fix.

**ARTICLE VI
STOCKHOLDER ACTION**

Except as otherwise provided for or fixed pursuant to the provisions of Article IV hereof, any action required or permitted to be taken at any annual or special meeting of the stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote by consent in accordance with Section 228 of the DGCL.

**ARTICLE VII
SPECIAL MEETINGS OF STOCKHOLDERS**

Except as otherwise required by law, a special meeting of the stockholders of the Corporation may be called at any time only by either (a) the Chairman of the Board of Directors, President or other executive officer or officers or (b) the Board of Directors pursuant to a resolution adopted by a majority of the directors then in office. Only such business shall be conducted at a special meeting of stockholders as shall have been brought before the meeting by or at the direction of the Board of Directors.

**ARTICLE VIII
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IX
AMENDMENT**

Section 9.1 Amendment of Certificate of Incorporation. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all powers, preferences and rights of any nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

Section 9.2 Amendment of Bylaws. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation. Except as otherwise provided in this Certificate of Incorporation or the Bylaws of the Corporation, and in addition to any requirements of law, the affirmative vote of at least a majority of the voting power of the stock outstanding and entitled to vote thereon, voting together as a single class, shall be required for the stockholders to adopt, amend or repeal, or adopt any provision inconsistent with, any provision of the Bylaws of the Corporation.

ARTICLE X LIABILITY OF DIRECTORS

Section 10.1 No Personal Liability. To the fullest extent permitted by the DGCL as the same exists or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

Section 10.2 Amendment or Repeal. Any amendment, alteration or repeal of this Article X that adversely affects any right of a director shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment, alteration or repeal.

ARTICLE XI FORUM FOR ADJUDICATION OF DISPUTES

Section 11.1 Forum. Unless the Corporation, in writing, selects or consents to the selection of an alternative forum, the sole and exclusive forum for any current or former stockholder (including any current or former beneficial owner) to bring internal corporate claims (as defined below), to the fullest extent permitted by law, and subject to applicable jurisdictional requirements, shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court or a federal court located within the State of Delaware). For purposes of this Article XI, internal corporate claims means claims, including claims in the right of the Corporation: (a) that are based upon a violation of a duty by a current or former director, officer, employee or stockholder in such capacity; or (b) as to which the DGCL confers jurisdiction upon the Court of Chancery.

Section 11.2 Consent to Jurisdiction. If any action the subject matter of which is within the scope of this Article XI is filed in a court other than the Court of Chancery (or, if the Court of Chancery does not have jurisdiction, another state court or a federal court located within the State of Delaware) (a “Foreign Action”) by any current or former stockholder (including any current or former beneficial owner), such stockholder shall be deemed to have consented to: (a) the personal jurisdiction of the Court of Chancery (or such other state or federal court located within the State of Delaware, as applicable) in connection with any action brought in any such court to enforce this Article XI; and (b) having service of process made upon such stockholder in any such action by service upon such stockholder’s counsel in the Foreign Action as agent for such stockholder.

Section 11.3 Enforceability. If any provision of this Article XI shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provision in any other circumstance and of the remaining provisions of this Article XI (including, without limitation, each portion of any sentence of this Article XI containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities or circumstances shall not in any way be affected or impaired thereby.

ARTICLE XII
ELECTION OF INITIAL DIRECTOR

The powers of the incorporator are to terminate upon the filing of this Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware. The name and mailing address of the person who is to serve as the sole initial director of the Corporation until the first annual meeting of stockholders of the Corporation, or until [his] [her] successor shall have been duly elected and qualified, is:

[name]
[address]

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the Sixth Amended and Restated Certificate of Incorporation
is executed as of the ____ day of _____ 2019.

AEGERION PHARMACEUTICALS, INC.

By: _____
Name:
Title: