

OCEAN POWER TECHNOLOGIES, INC.

SHARE OWNERSHIP GUIDELINES

The Board of Directors (the "**Board**") of Ocean Power Technologies, Inc. (the "**Company**") believes it is important for the Company's named executive officers ("**NEOs**") and the independent Directors of the Board to have a financial stake in the Company such that their interests align with those of the Company's shareholders. To meet this objective, the Board has established these Share Ownership Guidelines ("**Guidelines**"), and at this time the Board has decided that only NEOs and independent Directors of the Board (each referred to generally as an "**Owner**") will be subject to the Guidelines.

1. Ownership Requirements

Each Owner is expected to acquire, and to continue to hold during the term of his or her employment with the Company or service on the Board, ownership of Company stock having a value equal to the multiple indicated in the table below. Each Owner will have five (5) years to satisfy these Guidelines after the date of the adoption of these Guidelines or the date of being designated as an NEO or an independent Director, whichever is later.

<u>Position</u>	<u>Ownership Multiple</u>
Chief Executive Officer	3x base annual salary
Chief Financial Officer	2x base annual salary
Independent Director	3x annual cash retainer for Board service only

2. Included Holdings

Company stock holding that count toward meeting the ownership requirements set forth in the Guidelines include the following:

- Shares owned outright or beneficially by the Owner or their immediate family members;
- Restricted shares that have vested;
- Shares issued upon the settlement of restricted stock units (RSUs); and
- Shares issued upon the exercise of non-qualified stock options (NQSOs).

Notably, however, any unexercised NQSOs and any non-vested restricted shares do not count toward meeting the ownership requirements.

3. Share Retention Requirements

Until the ownership requirements identified in these Guidelines are achieved, each Owner is expected to retain all shares awarded to them by the Company, net of the number of shares that the Owner may have applied to the payment of taxes on such awards. Shares transferred by an Owner pursuant to a qualified domestic relations order ("**QDRO**") do not violate these share retention requirements. In the event that an Owner falls below the applicable share ownership requirement by reason of a transfer of shares made pursuant to a QDRO, the Board may, in its discretion, allow the Owner to come back into compliance with the Guidelines.

Once an Owner achieves the share ownership requirements set forth above, any additional shares acquired will not be subject to the foregoing share retention requirement although the Board encourages continued holding of all shares owned. However, the sale of any shares by an Owner is subject to the Company's blackout provisions and sale approval process.

4. Monitoring Compliance

The Board will monitor compliance with these Guidelines on an annual basis, on the Board meeting prior to the proxy statement. In order to reduce the impact of stock price fluctuation on an Owner's ongoing obligation to achieve and maintain compliance with these Guidelines, shares of Company stock purchased on the open market are valued at cost, restricted shares or RSUs acquired under the Company's LTI plan are valued at the fair market value (as defined under the LTI plan) on the date of grant, and shares acquired under NQSOs are valued at the fair market value at the time of exercise of the option or NQSO, and all of the foregoing values remain constant. The foregoing notwithstanding, shares held by an Owner as of the effective date of these Guidelines are valued at their fair market value on the effective date of these Guidelines, which value remains constant. Once an Owner has met the applicable stock ownership requirement, the number of shares required to be held to meet the Guidelines remains fixed, and fluctuations in market value of the Company's shares do not increase or decrease the number of shares required to be held.

If an Owner's stock ownership requirement changes due to a change in position or an increase (or decrease) in the compensation identified in the ownership multiple shown above, the number of shares required to be held will increase (or decrease) accordingly.

5. Actions under the Guidelines

The Board has the authority to review and modify these Guidelines from time-to-time as it deems appropriate. Any action required under these Guidelines by the Board as regards NEOs can be taken by the Compensation Committee. Any action required under these Guidelines by the Board as regards independent Directors can be taken by the Nominating and Corporate Governance Committee.

6. Effective Date

The Guidelines are effective as of October 7, 2021.