

OCEAN POWER TECHNOLOGIES, INC

QUALITY, HEALTH, SAFETY AND ENVIRONMENTAL COMMITTEE CHARTER

A. Purpose

The Quality, Health, Safety and Environmental (QHSE) Committee of the Board of Directors of Ocean Power Technologies, Inc. (OPT or the Company) assists the Board of Directors in fulfilling its oversight responsibilities by assessing the effectiveness of OPT programs and initiatives that support the quality, health, safety, security and environmental policies, programs, and practices of the Company. In addition, the QHSE Committee advises the Board on matters impacting the Company's QHSE responsibilities and the Company's public reputation. The Board has established the QHSE Committee in furtherance of its commitments to adoption of best practices in promotion of socially responsible corporate governance.

B. Structure and Membership

1. The QHSE Committee shall consist of at least two directors from the Board and one senior company executive functionally responsible for quality, health, safety, security and environmental compliance. At least one member of the QHSE Committee shall be a non-executive director from the Board. The specific individuals that will serve as members of the QHSE Committee shall be appointed annually by the Board of Directors, typically following the annual general meeting of stockholders.
2. Unless the Board appoints the Chair of the QHSE Committee, the QHSE Committee shall elect a Chair by majority vote. Unless the Chair is an executive of the Company, the compensation of the Chair shall be determined by the Board.
3. The Board may remove any member of the QHSE Committee at any time with or without cause. If there exists a vacancy on the QHSE Committee, the Board may appoint a replacement at any time, but absent such a replacement the QHSE Committee shall continue to function notwithstanding the vacancy.

C. Authority and Responsibilities

The QHSE Committee shall have the authority and responsibility to take the actions set forth below as it determines necessary or appropriate and to perform such other duties and responsibilities as may be assigned to the QHSE Committee, from time to time, by the Board of Directors of the Company.

1. Establish priorities for quality, health, safety, personal security and environmental initiatives that emphasize improved Company's processes throughout the organization, including

manufacturing, engineering, testing, operations, and support areas, while ensuring that the Company promotes a healthy work environment and prevents safety hazards.

2. Review and monitor the status, adequacy, effectiveness, and impacts of the Company's quality, health, safety, personnel security and environmental policies and performance; relations with communities and civil society; reputational risk; social conduct; government relations; human rights; and communications matters, including the Company's processes to ensure compliance with applicable laws and regulations, standards of corporate conduct, and programs to manage operational risk.
3. Report periodically to the Board on QHSE matters affecting the Company.

D. Administrative Matters

1. The QHSE Committee shall meet at least twice per year. Additional meetings may be held as determined by the Chair of the QHSE Committee.
 2. QHSE Committee meetings shall be held either in person, by telephone, or by video conference call. A majority of QHSE Committee members shall constitute a quorum.
 3. Minutes shall be taken and recorded of each QHSE Committee meeting. Any member of the QHSE Committee may serve as secretary for a meeting or the Company's Secretary may serve as secretary for a meeting.
 4. The QHSE Committee shall regularly report to the Board of Directors on the Committee's key findings, recommendations, and any other matters that the Committee deems appropriate.
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