

OCEAN POWER TECHNOLOGIES, INC.
HEALTH, SAFETY AND ENVIRONMENTAL (HSE)
COMMITTEE CHARTER

A. Purpose

The HSE 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 health, safety, and environment (HSE), sustainability, and security policies, programs, and practices of the Company. In addition, the HSE Committee advises the Board on matters impacting the Company's HSE responsibilities and the Company's public reputation.

B. Structure and Membership

1. The HSE Committee shall consist of two directors from the Board and one senior company executive functionally responsible for HSE. One member of the HSE Committee shall be a non-executive director from the Board. The other member of Board serving on the HSE Committee shall be the Company's President & Chief Executive Officer. The specific individuals that will serve as members of the HSE 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 HSE Committee, the HSE 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 HSE Committee at any time with or without cause. If there exists a vacancy on the HSE Committee, the Board may appoint a replacement at any time, but absent such a replacement the HSE Committee shall continue to function notwithstanding the vacancy.

C. Authority and Responsibilities

The HSE 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 HSE Committee, from time to time, by the Board of Directors of the Company.

1. Review the status, adequacy, and effectiveness of the Company's HSE, sustainability, and security policies and performance, including the Company's processes to ensure compliance with applicable laws and regulations and the Company's programs to manage risk.

2. Review and provide input to the Board on the Company's management of current and emerging HSE, sustainability, and security risks.
3. Report periodically to the Board on HSE matters affecting the Company.

D. Administrative Matters

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