

## OCEAN POWER TECHNOLOGIES, INC

### QUALITY, HEALTH, AND SAFETY COMMITTEE CHARTER

#### A. Purpose

The Quality, Health, and Safety (QHS) 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, and personnel security policies, programs, and practices of the Company. In addition, the QHS Committee advises the Board on matters impacting the Company's QHS responsibilities.

#### B. Structure and Membership

1. The QHS Committee shall consist of at least two directors from the Board and one senior company executive functionally responsible for quality, health and/or safety. At least one member of the QHS Committee shall be a non-executive director from the Board. The specific individuals that will serve as members of the QHS 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 QHS Committee, the QHS 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 QHS Committee at any time with or without cause. If there exists a vacancy on the QHS Committee, the Board may appoint a replacement at any time, but absent such a replacement the QHS Committee shall continue to function notwithstanding the vacancy.

#### C. Authority and Responsibilities

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

1. Establish priorities for quality, health and safety initiatives that emphasize improving the 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 the status, adequacy, and effectiveness of the Company's quality, health, safety, and personnel security policies and performance, including the Company's processes to ensure compliance with applicable laws and regulations and the Company's programs to manage operational risk.
3. Review and provide input to the Board on the Company's management of current and emerging quality, health, safety, and personnel security risks.
4. Report periodically to the Board on QHS matters affecting the Company.

**D. Administrative Matters**

1. The QHS Committee shall meet at least twice per year. Additional meetings may be held as determined by the Chair of the QHS Committee.
  2. Minutes shall be taken and recorded of each QHS Committee meeting. Any member of the QHS Committee may serve as secretary for a meeting or the Company's Secretary can serve as secretary for a meeting.
  3. QHS Committee meetings shall be held either in person or by telephone or video conference call. A majority of QHS Committee members shall constitute a quorum.
  4. The QHS 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.
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