

OCEAN POWER TECHNOLOGIES, INC.
ENVIRONMENTAL AND SUSTAINABILITY
COMMITTEE CHARTER

A. Purpose

The Environmental and Sustainability (ES) 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 environment, social, and sustainability policies, programs, and practices of the Company. The Board has established the ES Committee in furtherance of its commitments to adoption of best practices in promotion of environmentally sound and socially responsible corporate governance. In addition, the ES Committee advises the Board on matters impacting the Company's ES responsibilities and the Company's public reputation.

B. Structure and Membership

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

C. Authority and Responsibilities

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

1. Review and monitor the status, adequacy, effectiveness and impacts of the Company's sustainable development, environmental management and affairs,

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, and standards of corporate conduct relating to sustainability and social conduct.

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

D. Administrative Matters

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