



OCEAN POWER TECHNOLOGIES, INC.

CORPORATE CODE

Updated April 9, 2024

INTRODUCTION

This Corporate Code (the “Code”) sets forth legal and ethical standards of conduct for directors, officers, employees and consultants of Ocean Power Technologies, Inc. and its subsidiaries (the “Company”). This Code is intended to deter wrongdoing and to promote the conduct of all Company business in accordance with high standards of integrity and in compliance with all applicable laws and regulations. This Code applies to the Company and all of its subsidiaries and other business entities controlled by it worldwide.

This Code is intended to supplement the Company’s corporate policies and procedures, which are further set out in Ocean Power Technologies, Inc.’s:

- [Code of Business Ethics and Conduct for Federal Contracts](#) (applicable to those at the Company supporting a U.S. Government client)
- [Corporate Governance Guidelines](#)
- [Insider Trading Policy](#)
- [Diversity, Equity, and Inclusion Policy](#)
- [Share Ownership Guidelines](#)

If you have any questions regarding this Code or its application to you in any situation, you should contact the Corporate Ethics Officer, General Counsel, who can be reached at tpagliara@oceanpowertech.com and by phone at 972-743-7177. If you are unable or do not wish to discuss the question with the Corporate Ethics Officer, contact your supervisor or department head. If you are unable or do not wish to discuss the question with your supervisor or department head, contact an executive officer. If you are unable or do not wish to discuss the question with an executive officer, contact the Fulcrum Hotline at 213-270-9989 or Fax at 213-891-1300. A web-based form is also available at www.fulcrum/oceanpower.htm. Emails can also be received at whistle@fulcrum.com or via U.S. Mail addressed to Fulcrum Inquiry, Whistleblower Department, 888 S. Figueroa Street, Suite 2000, Los Angeles, CA 90017.

OCEAN POWER TECHNOLOGIES, INC.
CORPORATE CODE

1-July 2024

TABLE OF CONTENTS

Compliance with Laws, Rules and Regulations 2

Conflicts of Interest..... 2

Insider Trading..... 3

Confidentiality..... 3

Honest and Ethical Conduct and Fair Dealing 4

Protection and Proper Use of Corporate Assets 4

Gifts and Gratuities 4

Accuracy of Books and Records and Public Reports 5

Concerns Regarding Accounting or Auditing Matters 5

Dealings with Independent Auditors and Accountants 6

Waivers of this Corporate Code 6

Reporting and Compliance Procedures 7

Environment and Sustainability 8

Dissemination and Amendment 8

OCEAN POWER TECHNOLOGIES, INC.

CORPORATE CODE

Compliance with Laws, Rules and Regulations

The Company requires that all employees, consultants, officers and directors comply with all laws, rules and regulations applicable to the Company wherever it does business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its officers, employees, consultants, directors, or any third-party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor. If you are unable or do not wish to discuss the matter with your supervisor, contact your department head. If you are unable or do not wish to discuss the matter with your department head, contact an executive officer. If you are unable or do not wish to discuss the matter with an executive officer, contact the Fulcrum Hotline at 213-270-9989 or Fax at 213-891-1300. A web-based form is also available at www.fulcrum/oceanpower.htm. Emails can also be received at whistle@fulcrum.com or via U.S. Mail addressed to Fulcrum Inquiry, Whistleblower Department, 888 S. Figueroa Street, Suite 2000, Los Angeles, CA 90017.

While it is the Company's desire to address matters internally, nothing in this Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws, or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers, consultants, and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee or consultant because he or she reports any such violation, unless it is determined that the report was made with knowledge that it was false. This Code should not be construed to prohibit you from testifying, participating, or otherwise assisting in any state or federal administrative, judicial, or legislative proceeding or investigation.

Conflicts of Interest

Employees, consultants, officers, and directors must act in the best interests of the Company. You must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest." A conflict of interest occurs when your personal interest interferes with, or appears to interfere with, the interests of the Company. A conflict of interest can arise whenever you, as an officer, director, consultant, or employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively, and effectively.

For example:

- No employee, consultant, officer, or director shall perform services as a consultant, employee, officer, director, advisor or in any other capacity for, or have a financial interest in, a competitor of the Company, other than services performed at the request of the Company and other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-

OCEAN POWER TECHNOLOGIES, INC.

CORPORATE CODE

held company; and

- No employee, consultant, officer, or director shall use his or her position with the Company to influence a transaction with a supplier or customer in which such person has any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly-held company.

It is your responsibility to disclose any transaction or relationship that reasonably could be expected to give rise to a [conflict of interest to the Corporate Ethics Officer identified in the Introduction to this Code](#) or to the Fulcrum Hotline at 213-270-9989 or Fax at 213- 891-1300. A web-based form is also available at www.fulcrum/oceanpower.htm. Emails can also be received at whistle@fulcrum.com or via U.S. Mail addressed to Fulcrum Inquiry, Whistleblower Department, 888 S. Figueroa Street, Suite 2000, Los Angeles, CA 90017.

Insider Trading

Employees, consultants, officers, and directors who have material non-public information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, [the Company has adopted an Insider Trading Policy, copies of which are available on the Company's website](#) or from the Company's Chief Executive Officer or Chief Financial Officer.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the Corporate Ethics Officer or Chief Financial Officer before making any such purchase or sale.

Confidentiality

Employees, consultants, officers, and directors must maintain the confidentiality of confidential information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor or legally mandated.

Unauthorized disclosure of any confidential information is prohibited. Additionally, employees and consultants should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a need to know such information to perform their responsibilities for the Company.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, consultants, officers, and directors (other

OCEAN POWER TECHNOLOGIES, INC.

CORPORATE CODE

than the Company's authorized spokespersons) must not discuss internal Company matters with, or disseminate internal Company information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers), and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure of internal matters are described more fully in the Company's Disclosure Policy, copies of which are available from the Company's Chief Executive Officer or Chief Financial Officer.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at the Company, and non-competition obligations.

Honest and Ethical Conduct and Fair Dealing

Employees, consultants, officers, and directors should endeavor to deal honestly, ethically, and fairly with the Company's suppliers, customers, competitors, and employees. Statements regarding the Company's products and services must not be untrue, misleading, deceptive, or fraudulent.

You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Protection and Proper Use of Corporate Assets

Employees, consultants, officers, and directors should seek to protect the Company's assets. Theft, carelessness, and waste have a direct impact on the Company's financial performance. Employees, consultants, officers, and directors must use the Company's assets, supplies, and services solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else.

Employees, consultants, officers, and directors must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with the Company or the use of property or information of the Company.

Gifts and Gratuities

The use of Company funds or assets for gifts, gratuities, or other favors to employees or government officials is prohibited, except to the extent such gifts are in compliance with applicable

OCEAN POWER TECHNOLOGIES, INC.

CORPORATE CODE

law, insignificant in amount, and not given in consideration or expectation of any action by the recipient. No gift may be given or received that could reasonably be construed to be or intended to influence the behavior of Company employees, consultants, officers, or directors (quid pro quo).

Employees, consultants, officers and directors must not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor or the Corporate Ethics Officer. If immediate return is not practical, such gifts should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers, and directors may provide or accept business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest, and intended to serve legitimate business goals.

Bribes and kickbacks are criminal acts, strictly prohibited by law. You must not offer, give, solicit, or receive any form of bribe or kickback anywhere in the world.

Accuracy of Books and Records and Public Reports

Employees, consultants, officers, and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records, and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. Under no circumstances may Company books, records, or accounts include statements that are false, fictitious, or fraudulent or otherwise contain any materially false, fictitious, or fraudulent statements or entries.

The external, published financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission ("SEC") and in other public communications.

Concerns Regarding Accounting or Auditing Matters

Employees or consultants with concerns regarding questionable accounting or auditing

OCEAN POWER TECHNOLOGIES, INC.

CORPORATE CODE

matters or complaints regarding accounting, internal accounting controls, or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Company's Chief Executive Officer in care of the Company's address, the Corporate Ethics Officer, or the Fulcrum Hotline at 213-270-9989 or Fax at 213-891-1300. A web-based form is also available at www.fulcrum/oceanpower.htm. Emails can also be received at whistle@fulcrum.com or via U.S. Mail addressed to Fulcrum Inquiry, Whistleblower Department, 888 S. Figueroa Street, Suite 2000, Los Angeles, CA 90017. See the "Reporting and Compliance Procedures" section in this Code for further details on reporting procedures.

The Audit Committee will evaluate the merits of any concerns or complaints it receives and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint. The Company will not discipline, discriminate against, or retaliate against any employee or consultant who reports a complaint or concern, unless it is determined that the report was made with knowledge that it was false.

Dealings with Independent Auditors and Accountants

No employee, consultant, officer, or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC. Further, no employee, consultant, officer, or director shall omit, or cause another person to omit, a statement of any material fact that would, in light of the circumstances under which such statements were made, be misleading to an accountant or other authority in connection with any audit, review or examination of the Company's financial statements, or the preparation or filing of any document or report with the SEC.

No employee, consultant, officer, or director shall, directly or indirectly, take any action to coerce, manipulate, mislead, or fraudulently influence any independent public or certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

Waivers of this Corporate Code

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee, consultant, or officer who believes that a waiver of any of these policies is appropriate in his or her case should first contact his or her immediate supervisor or the Corporate Ethics Officer. If the supervisor or Corporate Ethics Officer agrees that a waiver is appropriate, the approval of the Board of Directors must be obtained. The Secretary of the Company shall be responsible for maintaining a record of all requests by employees or officers for waivers of any of these policies and the disposition of such requests.

Any executive officer or director who seeks a waiver of any of these policies should contact the Company's Lead Independent Director, or in writing in care of the Company's address. Any

OCEAN POWER TECHNOLOGIES, INC.

CORPORATE CODE

waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors of the Company and will be disclosed as required by law or NASDAQ regulations.

Reporting and Compliance Procedures

Every employee, consultant, officer, and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code. Any employee, consultant, officer, or director who knows or believes that any other employee, consultant, or representative of the Company has engaged or is engaging in Company-related conduct that violates applicable law or this Code should report such information to his or her supervisor or Corporate Ethics Officer. If the employee, consultant, officer or director is unable or does not wish to discuss the question with his or her supervisor or Corporate Ethics Officer, he or she should contact his or her department head. If he or she is unable or does not wish to discuss the question with his or her department head, he or she should contact an executive officer. If he or she is unable or does not wish to discuss the question with an executive officer, he or she should contact the Fulcrum Hotline at 213-270-9989 or Fax at 213-891-1300. A web-based form is also available at www.fulcrum/oceanpower.htm. Emails can also be received at whistle@fulcrum.com or via U.S. Mail addressed to Fulcrum Inquiry, Whistleblower Department, 888 S. Figueroa Street, Suite 2000, Los Angeles, CA 90017. Any employee, consultant, officer, or director may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against, or retaliate against any employee or consultant who reports such conduct, unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code must immediately inform the Chief Financial Officer.

You may report violations of this Code, on a confidential or anonymous basis, by contacting appropriate person at the Company, as outlined above, by fax, mail or e-mail care of the Company.

If any employee, consultant, or director receives information regarding an alleged violation of this Code, he or she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Chief Financial Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, consultants, officers, and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee or consultant who has

OCEAN POWER TECHNOLOGIES, INC.

CORPORATE CODE

violated this Code. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation, or suspension without pay, demotions, reductions in salary, discharge, and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

Environment and Sustainability

The Company is committed to full compliance with all applicable federal, state, or local environmental laws and regulations. Not only is environmental compliance legally necessary, it is also an important component of our obligation to the community and our good reputation. Every employee engaged in activities concerning regulated air emissions, water discharges, hazardous materials, or other regulated pollutants must know and comply with all applicable environmental laws and guidelines.

Concealing an improper discharge, disposal, or storage of hazardous materials or other pollutants is strictly prohibited. In addition to compliance with all environmental laws and guidelines, the Company is also committed to using energy and materials in a manner that will minimize the impact on the environment and reduce the carbon footprint to the extent practicable.

Dissemination and Amendment

This Code shall be distributed to each new employee, consultant, officer, and director of the Company upon commencement, and annually thereafter, of his or her employment or other relationship with the Company and each employee, consultant, officer, and director shall certify that he or she has received, read, and understood the Code and has complied with its terms.

The Company reserves the right to amend, alter, or terminate this Code at any time for any reason. The most current version of this Code may be posted on the Company's website. This document is not an employment contract between the Company and any of its employees, consultants, officers, or directors.