



CODE OF BUSINESS CONDUCT & ETHICS

OCEAN POWER TECHNOLOGIES

A Message on Integrity

It was nearly one year ago that we adopted our new OPT Core Values to create a culture and to foster an environment and common mindset that would allow us to advance our vision of “Transforming the world through innovative ocean energy solutions”. Over the past year our employees have achieved great successes through optimism, perseverance, innovation, and true teamwork. But the cornerstone of our successes has been our unwavering integrity.

Together we seek to go beyond simply obeying the law. I’m proud to say that together we embrace the very spirit of business ethics and integrity. To this end, the OPT *Code of Business Conduct & Ethics* remains as relevant today as the day it was first written. This set of OPT policies on key integrity issues guides us in upholding our legal and ethical commitments as we do business around the world. All OPT employees, officers, consultants, and directors must comply not only with the letter of these policies, but also their spirit.

Our *Code* articulates that spirit by setting out general principles of conduct as summarized here...

- Obey all applicable laws and regulations which govern our business across the globe.
- Maintaining confidentiality and adhering to insider trading laws and policies.
- Be honest, fair and trustworthy in all of our business practices and relationships.
- Avoid all conflicts of interest between work and personal affairs.
- Maintain compliance and accuracy of books, records, and public reports.
- Always strive for a safe workplace and to protect the environment.

As leaders, we commit to addressing our employees’ concerns about appropriate conduct promptly and with care and respect. If you have a question or concern about what is proper conduct for you or anyone else, promptly raise the issue with your manager or any one of us on the executive leadership team. If you have a concern and would like to remain anonymous, please use our ombudsman service by calling the **Fulcrum Hotline at (213) 270-9989**. You can also use a web-based form at www.fulcrum/oceanpower.htm, or you can email at whistle@fulcrum.com.

Through leadership at all levels, we will continue to sustain a culture where ethical conduct is recognized, valued and exemplified by all employees.

Thank you.

George H. Kirby
Chief Executive Officer
Ocean Power Technologies
February, 2016

Core Values

Unwavering Integrity...Everyone at OPT has the power to influence our company's reputation. Never allow anything or anyone to compromise our commitment to integrity, and always conduct ourselves ethically. Recognize that just because something is legal, it does not mean that it is the right thing to do.

Safety as a Priority...Safety is first in our workplace. Demand a safe work environment before anything else. Embrace safety as a personal responsibility, and always look out for fellow colleagues. Be proud of where we work, and seek to continuously improve it.

Fanatical External Focus...Customers are the single most important stakeholders in our business. Be responsive, results-oriented, and accountable. Demonstrate a fanatical focus on delivering on commitments and continue to honor our customers.

Fixate on Execution...Be infectious with curiosity, and contagious with desire to continuously learn and improve. Have impact every day. Find new ways to share our expertise. Communicate clearly and frequently. Do what needs to be done, and hold each other accountable for execution and results. Never say "it cannot be done". Instead, use our collective innovation to find a path to success.

Put the Team First...Teamwork denotes a responsibility and a commitment to something larger than one's self. Value inclusiveness and open collaboration as the means to achieve our goals. Be transparent with our knowledge and expertise, and be brutally honest with the highest level of respect. Recognize the need for work/life balance. Inspire trust within our team which promotes continuous learning and improvement.

Be Courageous...Overcome our fear of failure through optimism and perseverance. Exercise versatility, flexibility, and clear thinking in the wake of uncertainty. Be adaptable. Demonstrate courage in every challenge and in every decision.

The “Code”



This Code of Business Conduct and Ethics (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.

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor. If you are unable or do not wish to discuss the question with your supervisor, contact your department head. If you are unable or do not wish to discuss the question with your 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.

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, 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-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 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 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 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 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 law, insignificant in amount and not given in consideration or expectation of any action by the recipient.

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. If immediate return is not practical, they 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 should 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. 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 and in other public communications.

Concerns Regarding Accounting or Auditing Matters

Employees or consultants with concerns regarding questionable accounting or auditing 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 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 "Reporting and Compliance Procedures." All such concerns and complaints will be forwarded to the Audit Committee of the Board of Directors. In any event, a record of all complaints and concerns received will be provided to the Audit Committee each fiscal quarter. Any such concerns or complaints may also be communicated, confidentially and, if you desire, anonymously, directly 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.

The Audit Committee will evaluate the merits of any concerns or complaints received by it 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 (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading 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. 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 Code of Business Conduct and Ethics

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. If the supervisor 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 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. If the employee, consultant, officer or director is unable or does not wish to discuss the question with his or her supervisor, 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 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.

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.





Our Vision

Transforming the world through
innovation ocean energy solutions

Our Mission

We will deliver durable, reliable, cost effective ocean energy solutions that enable new capabilities for our customers and partners, value to our shareholders, inspire our employees and enhance the environment