

OpGen, Inc.
Non-Employee Director Compensation Program

Cash Compensation:

The following cash compensation will be paid to non-employee directors:

Fee	Amount
Annual Board Retainer	\$25,000
Additional Committee Chair Fees	
Audit Committee	\$15,000
Compensation Committee	\$10,000
Compliance Committee	\$7,500
Additional Committee Member Fees	
Audit Committee	\$7,000
Compensation Committee	\$5,000
Compliance Committee	\$3,500

Such fees are paid quarterly over the year, and adjusted on a pro rata basis for service on the Board or a Committee. Under the non-employee director compensation program, no cash compensation will be paid to non-employee directors for whom fund or employer policies prohibit receipt of cash compensation for Board service.

Equity Compensation:

- Initial Awards. Each new non-employee director who joins the Board after the effective date of this program shall receive a stock option grant to purchase 30,000 shares of common stock, vesting in equal installments on the first three anniversaries of the date of grant.
- Annual Awards.
 - Each non-employee director shall receive an annual stock option grant to purchase 12,500 shares of common stock;
 - The annual stock option grants shall be granted on the date of the annual meeting at which directors are elected and vest quarterly over succeeding year.
- Term of Awards. The term of each stock option is ten years.
- Exercise Period for Vested Stock Options. Following the departure from the Board, the vested portion of each initial and annual award under this program shall be exercisable for the full remaining term of the stock option.
- Plan. All such stock options will be awarded under, and subject to the provisions of, the Company's 2015 Incentive Award Plan.

Under the non-employee director compensation program, no equity compensation will be paid to non-employee directors for whom fund or employer policies prohibit receipt of equity compensation for Board service.

Approved: February 4, 2016 Compensation Committee meeting