

PROXY

NAPATECH A/S (the "Corporation")

Proxy Solicited for Annual General Meeting 20 April 2016

The undersigned hereby authorise, constitute and appoint _____ or the Chairman of the Meeting, or failing him, any individual duly appointed by the Chairman of the Meeting, to represent the undersigned at the *Annual* General Meeting of shareholders of the Corporation to be held at **Napatech Office, Tobaksvejen 23A, 2860 Soeborg, Denmark on Wednesday April 20, 2016 at 10:00 CET** (local time) or any adjournment thereof, for the purposes set forth below and in the Notice of *Annual* General Meeting issued by the Corporation on *29 March 2016*.

Please mark your votes as in this example.

Item	Resolutions	FOR	AGAINST	ABSTAIN
1.	The Board of Directors report on the activities of the Company			
2.	Adoption of the 2015 Annual Report			
3.	Proposal for the distribution of the profit or loss recorded in the annual report adopted by the general meeting.			
4.	Proposal from the Board of Directors to authorize the Board of Directors to issue share options to employees			
5.	Proposal from the Board of Directors to authorize the Board of Directors to issue new shares up to 10% of the share capital in total DKK 586,000			
6.	Proposal from the Board of Directors to conduct share split 1:4 from nominal DKK 1.00 to nominal DKK 0.25			
7.	Election of member to the Nomination Committee			
7.a	Election of Ketil Skorstad			
8.	Election of members of the Board of Directors including the chairman			
8.a	Re-election of Olav Stokke (chairman)			
8.b	Re-election of Bjørn Erik Reinseth			
8.c	Re-election of Lars Thoresen			
8.d	Re-election of Martyn Braime			
8.e	Election of Howard Bubb			
9.	Election of Auditors			
10.	Any other business			

Alternatively:

I will attend the general meeting in person and vote for my/our shares.

Signature(s) _____ Date: _____

Note: Please sign exactly as name appears below, joint owners should each sign. When signing as attorney, executor, administrator or guardian, please give full title as such.

Name of shareholder in block letters: _____

Your proxy is to be received by DNB Bank ASA, Registrars Department, Oslo, no later than **17 April 2016, 12:00 hours Central European Time**. The P.O. Box address is: DNB Bank ASA, Registrars Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway. Alternatively, send the proxy as PDF to vote@dnb.no within the aforementioned date and time.