

PROXY

NAPATECH A/S (the "Corporation")

Proxy Solicited for *Extraordinary* General Meeting 2 August 2018

The undersigned hereby authorise, constitute and appoint _____ or, in case of no write-in, the Chairman of the Meeting (or failing the Chairman of the Meeting, any individual duly appointed by the Chairman of the Meeting) to represent the undersigned at the *Extraordinary* General Meeting of shareholders of the Corporation to be held at **Napatech Office, Tobaksvejen 23A, 2860 Soeborg, Denmark on Thursday August 2, 2018, at 10:00** (local time) or any adjournment thereof, for the purposes set forth below and in the Notice of *Extraordinary* General Meeting issued by the Corporation on *10 July* 2018.

Please mark your votes as in this example.

Item	Resolutions	FOR	AGAINST	ABSTAIN
1.	Proposal by the Board of Directors for a correction of an error in the Danish version of Napatech A/S's articles of association, sections 4.1, 5.2.2, 6.6.2, 7.1, 7.2, 7.3 and 7.4, to correspond with the English version of the same.			
2.	Proposal from the Board of Directors to authorize the Board of Directors to issue new shares for up to nominal DKK 1,402,000.00 shares through a private placement without right of pre-emption for existing shareholders.			
3.	Proposal from the Board of Directors to authorize the Board of Directors to issue new shares for up to nominal DKK 300,000.00 shares ("Subsequent Offering") without right of pre-emption and in favour of shareholders as of 10 July 2018 (as subsequently documented by the shareholder register); however so that shareholders who are allocated shares in the private placement conducted by the Board of Directors on 10 July 2018 and/or pursuant to the authorization under item 2 on the agenda will not be eligible to participate in the Subsequent Offering, and that funds that are under management by the same company, group of companies, fund manager(s) or similar may be treated as one shareholder when applying these limitations.			
4.	Proposal from the Board of Directors to authorize the Board of Directors to issue new shares for up to 10.0% of the share capital following use of the authorizations under item 2-3 on the agenda, corresponding to in total nominal DKK 920,089.00 shares, without right of pre-emption for existing shareholders.			
5.	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 must be received by DNB Bank ASA, Registrars Department, Oslo, **no later than 31 July 2018 at 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.