

REMUNERATION REPORT FOR THE FINANCIAL YEAR 2023

1 INTRODUCTION

This remuneration report provides an overview of the total remuneration received by each member of the board of directors and the executive management board of Napatech A/S, CVR no. 10109124, for the financial year 2023 and comparative figures for 2019, 2020, 2021 and 2022. The Executive Management includes the members of the executive management of the Company registered as such with the Danish Business Authority.

The report provides an overview of the remuneration awarded to the individual management members during or for the benefit of the financial year 2023 and explains how the overall remuneration is in accordance with the agreed Remuneration Policy.

The remuneration of the Board and Executive Management during the past financial year has been provided in accordance with the remuneration policy of the Company approved by the annual general meeting on April 27, 2023. The remuneration policy is available on the Napatech website at <u>www.napatech.com/investor-relations/corporate-governance</u>. The overall objective of the remuneration is to; attract, motivate and retain qualified members of the Board of Directors and Executive Management Board; to ensure the correlation between management interests and the interests of the company and shareholders, and; to help promote long-term value creation in the company and thus support the company's business strategy and sustainability.

At the Annual General Meeting in April 2024, an updated version of the Remuneration Policy will be presented for approval.





2 BUSINESS PERFORMANCE IN 2023

For Napatech, 2023 was a year focused on strategic partnerships and the development of new products to create a strong foundation for business in market areas that will deliver growth in the coming years. We maintained a steadfast commitment to research and development (R&D), concentrating on refining our current offerings and crafting innovative solutions poised to drive growth now and in the future. Our dedication to our investment strategy resulted in notable advancements in product development and the formation of strategic partnerships, underscoring our position in the market.

Throughout the year, we implemented a strategic approach to sales and marketing, focusing on identifying and capitalizing on the most promising opportunities. Early in the year, we undertook measures to optimize our internal cost structure, enhancing operational efficiency. As the year progressed, we redoubled our efforts in R&D, channelling resources into the development of products designed to secure long-term growth. This strategic focus not only strengthens our product portfolio but also positions Napatech favorably in the competitive landscape, ensuring we remain at the forefront of technological advancements.

In 2023, we managed to meet or exceed our guidance for the year on all parameters and we are confident that our continued focus on technological advancement will keep Napatech competitive and well-placed for future opportunities.



3 REMUNERATION TO THE BOARD OF DIRECTORS IN 2023

The purpose of the remuneration structure for the Board of Directors is to be able to attract and retain board members with the desired competencies. In determining the levels, board fees in comparable companies are also considered.

The board members and the Chairman receive a fixed yearly cash amount approved by the annual general meeting. In addition, each sub-committee member receives an additional remuneration of a fixed yearly cash amount of 15% of basic board remuneration per sub-committee membership (e.g. per audit committee, remuneration committee, etc.).

The following fees for the period from the Annual General Meeting in April 2023 to the Annual General Meeting in 2024 were approved at the Annual General Meeting on April 27, 2023:

	Board	Audit Committee	Remuneration Committee
Member	NOK 350,000 or 35,585	NOK 28,500 or 2,897	NOK 28,500 or 2,897
	warrants with a strike	warrants with a strike	warrants with a strike
	price of DKK 0.25	price of DKK 0.25	price of DKK 0.25
Chairman	NOK 700,000 or 71,171	NOK 28,500 or 2,897	NOK 28,500 or 2,897
	warrants with a strike	warrants with a strike	warrants with a strike
	price of DKK 0.25	price of DKK 0.25	price of DKK 0.25

All members of the Board of Directors receive reimbursement of reasonable expenses such as travel and accommodation in relation to board meetings as well as relevant education. Members of the Board not residing in a European Country receive an additional fee when attending board and committee meetings in Europe.

Members of the Board may take on specific ad hoc tasks outside their normal duties for and at the instruction of the Board of Directors. In each such case, the Board of Directors shall determine a fixed fee (e.g. per diem) for the work carried out related to those tasks. In addition, at the Annual General Meeting in April 2023, it was decided that the Chairman of the Board should receive an extraordinary fee of 1,000,000 NOK for duties performed as executive chairman until a permanent CEO is hired.

Remuneration of the Board for the financial year 2023							
Name and position	Annual fee DKK	Committee fees DKK	Ad hoc / extra-ordinary DKK	Total DKK			
Lars Boilesen, Chairman	384,702	59,943	442,000	886,645			
Howard Bubb, Board member	156,898	46,609	-	203,507			
Christian Jebsen, Board member	154,700	12,597	-	167,297			
Thomas Bonnerud, Board member	156,898	34,012	-	190,910			
Beth Topolovsky, Board member from April 2023	154,700	12,597	-	167,297			
Danny Lobo, Board member from April 2023	154,700	-	-	154,700			
Total	1,162,597	165,758	442,000	1,770,356			



4 REMUNERATION TO THE EXECUTIVE MANAGEMENT BOARD IN 2023

The remuneration package for members of the Executive Management Board consists of a fixed annual base salary and variable elements consisting of short and long-term incentives. The Board of Directors believes that a combination of fixed and performance-based pay is the best way to attract, retain and motivate the Executive Management Board. In addition to cash-based remuneration, the interests of the Executive Management Board are aligned with shareholders through participation in share-based option programs. In addition, members of Executive Management may receive a pension contribution and other benefits.

The purpose of the fixed basic salary, pension contributions, and other benefits is primarily to provide the individual Executive Board member with a predictable minimum remuneration to be able to attract and retain Executive Management Board members with the desired competencies. This remuneration structure is deemed to be resilient in supporting successful leadership whilst ensuring alignment with shareholder expectations.

Remuneration of the Executive Management for the financial year 2023								
	Henrik Brill Jensen, CEO from February 27		Ray Smet CEO untill Febr		Heine Thorsgaard, CFO			
	DKK	%	DKK	%	DKK	%		
Fixed basic salary	1,418,508	100%	2,786,879	100%	1,973,634	100%		
Pension contribution	84,045	6%	7,827	0%	117,106	6%		
Other benefits	93,509	7%	17,522	1%	122,766	6%		
Cash-based bonus scheme	658,272	46%	0	0%	425,637	22%		
Share-based remuneration	172,045	12%	72,656	3%	304,226	15%		
Total	2,426,379 DKK		2,884,884 DKK		2,943,368 DKK			

For the total cash bonus, clawback options are used, so that paid bonuses may be recovered if it is subsequently found that the salary has been paid or earned on the basis of information that is incorrect or does not comply with the guidelines, prepared by the Board of Directors. Claw-back in relation to the cash bonus is possible up to 12 months after the actual payment of the cash-based incentive.



5 COMPARATIVE OVERVIEW

The development in the remuneration of the Board and Executive Management over the past three financial years is summarized in the table below.

Financial Performance	2023	2022	2021	2020	2019
Net result before taxes for the Group	-36,445 tDKK	-44,144 tDKK	36,998 tDKK	5,081 tDKK	-14,252 tDKK
Net result after taxes for the Group	-32,016 tDKK	-48,259 tDKK	40,228 tDKK	9,595 tDKK	-13,601 tDKK
Net result before taxes for the Company	-38,372 tDKK	-47,013 tDKK	35,969 tDKK	4,166 tDKK	-14,023 tDKK
Net result after taxes for the Company	-32,872 tDKK	-51,236 tDKK	40,740 tDKK	9,241 tDKK	-11,064 tDKK

Yearly Change in Remuneration for Board	2023	2022	2021	2020
Lars Boilesen, Chairman	-57%	594%	-1%	-12%
Howard Bubb, Board member	-47%	116%	4%	-14%
Christian Jebsen, Board member	211%	-67%	N/A	N/A
Thomas Bonnerud, Board member	-41%	N/A	N/A	N/A
Danny Lobo, Board member	N/A	N/A	N/A	N/A
Beth Topolovsky, Board member	N/A	N/A	N/A	N/A
Yearly Change in Remuneration for Executive Management & Company Employees	2023	2022	2021	2020
Executive Management	31%	7%	-27%	6.1%
Average remuneration of Company Employees (FTE)	8%	5%	-5%	-1.8%
Average remuneration of Group Employees within the Napatech Group (FTE)	8%	8%	-11%	0.9%

The financial performance of Napatech in 2023 was slightly better than that guided to the market. Revenue grew 15% compared to 2022, and our operating costs grew 22%. Remuneration for the Board of Directors decreased in 2023 compared to 2022, primarily due to the extraordinary costs in 2022. Remuneration for the Executive Management increased by 31% from 2022 to 2023, primarily due to extraordinary costs in connection with the change of CEO. The average remuneration of the employees in Napatech grew 8% from 2021 to 2022.

Remuneration of Employees							
	Group						
DKK'000	2023	2022	2021	2020	2019		
Wages and salaries	87,564	85,575	78,651	86,490	89,926		
Defined contribution schemes	3,770	3,779	3,413	3,933	3,923		
Share-based payment expense	2,536	5,674	3,107	2,347	1,635		
Social security costs	3,054	3,883	3,578	3,438	3,507		
Total employee benefits expense	96,924	98,911	88,749	96,208	98,991		
Board remuneration	1,770	2,886	813	706	977		
Employee benefits expense excl board remuneration	95,154	97,395	87,936	95,502	98,014		
Average number of employees	77	82	81	78	81		
Average remuneration of employees	1,236	1,171	1,086	1,224	1,210		



Remuneration of Employees						
			Company			
DKK'000	2023	2022	2021	2020	2019	
Wages and salaries	66,202	60,125	55,246	57,428	61,725	
Defined contribution schemes	3,522	3,428	3,075	3,545	3,550	
Share-based payment expense	1,892	4,665	2,023	771	569	
Social security costs	486	594	542	452	530	
Total employee benefits expense	72,102	68,812	60,886	62,196	66,374	
Board remuneration	1,770	2,886	813	706	977	
Employee benefits expense excl board remuneration	70,332	65,926	60,073	61,490	65,397	
Average number of employees	66	67	64	62	65	
Average remuneration of employees	1,066	984	939	992	1006	



6 HOLDING OF SHARES & WARRANTS

Amount of shares and warrants in the Company owned by members of the Board and Executive Management on December 31, 2023:

	Number of shares 3 December 2023		he fiscal year, ares	Market value Dec 31, 2023	
Board					
Lars Boilesen, Chairman	358,777		-	4,699,979 NOK	
Thomas Bonnerud, Deputy Chairman	-		-	-	
Howard Bubb, Board member	101,093		-	1,324,318 NOK	
Christian Jebsen, Board member	-		-	-	
Danny Lobo, Board member	-		-	-	
Beth Topolovsky, Board member	-		-	-	
Executive Management					
Henrik Brill Jensen, CEO	253,871	-13	3,284	3,325,710 NOK	
Heine Thorsgaard, CFO	-		-	-	
	Total number of warrants 1 January 2023	Number of warrants exercised or lapsed in 2023	Number o warrants gra in 2023		
Board of Directors					
Lars Boilesen, Chairman	272,306	-	-	272,306	
Thomas Bonnerud, Deputy Chairman	46,594	-	-	46,594	
Howard Bubb, Board member	46,594	-	-	46,594	
Christian Jebsen, Board member	-	-	-	-	
Danny Lobo, Board member	-	-	-	-	
Beth Topolovsky, Board member	-	-	-	-	
Executive Management					
Henrik Brill Jensen, CEO	316,900	216,900	250,000	350,000	
Heine Thorsgaard, CFO	355,000	-	100,00	0 455,000	



7 SHARE-BASED REMUNERATION

Individual members of the Board of Directors and the Executive Management Board may, at the discretion of the Board of Directors, be offered to participate in Share Option Programs. Participating members are entitled to subscribe for a number of Napatech A/S shares at a certain strike price.

Below is an overview of warrants allocated to members of the Executive Management in 2023 under the Long-Term Incentive Program:

Share-based remuneration of Executive Management - 2023							
Name and position	Program	Grant date	No. of warrants	Strike price	Vesting period	Value of award (DKK)	
Henrik Brill Jensen, CEO	2020	August 25, 2023	250,000	9.92 NOK	4 years	996,680	
Heine Thorsgaard, CFO	2022	August 25, 2023	100,000	9.92 NOK	4 years	399,777	

There are no performance criteria attached to the warrants granted to the members of the Executive Management Board.

No warrants were issued to members of the Board of Directors during 2023.



8 COMPLIANCE WITH THE REMUNERATION POLICY

The remuneration of the Board and Executive Management for the financial year 2023 is consistent with the framework provided by the Remuneration Policy. There has been no deviation or derogation from the framework provided by the Remuneration Policy.



9 STATEMENT OF THE BOARD OF DIRECTORS

The Board of Directors has today considered and adopted the Remuneration Report of Napatech A/S for the financial year 2023.

The Remuneration Report has been prepared in accordance with section 139b of the Danish Companies Act.

The Remuneration Report is submitted to the General Meeting for an indicative vote.

Søborg, March 7, 2024

Board of Directors

Christian Jebsen, Chairman

Howard Bubb

Danny Lobo

Thit. Rul.

Thomas Bonnerud

Beth Topolovsky



APPENDIX A: COMPARATIVE FIGURES FOR 2019, 2020, 2021 and 2022

REMUNERATION OF THE BOARD:

Remuneration of the Board for the financial year 2022							
Name and position	Annual fee DKK	Committee fees DKK	Ad hoc / extra-ordinary DKK	Total DKK			
Lars Boilesen, Chairman	370,108	29,527	1,668,052	2,067,687			
Howard Bubb, Board member	323,096	59,054	-	382,150			
Christian Jebsen, Board member	46,800	7,020	-	53,820			
Thomas Bonnerud, Board member from April 2022	276,084	44,951	-	321,034			
Henry Wasik, Board member until April 2022	47,012	14,104	-	61,116			
Total	1,063,100	154,656	1,668,052	2,885,808			

Remuneration of the Board for the financial year 2021						
Name and position	Annual fee DKK	Committee fees DKK	Ad hoc / extra-ordinary DKK	Total DKK		
Lars Boilesen, Chairman	273,295	24,813	-	298,108		
Howard Bubb, Deputy Chairman	136,648	40,317	-	176,964		
Henry Wasik, Board member	136,648	40,317	-	176,964		
Christian Jebsen, Board member	136,648	24,813	-	161,460		
Total	683,238	130,258	-	813,496		

Remuneration of the Board for the financial year 2020							
Name and position	Annual fee DKK	Committee fees DKK	Ad hoc / extra-ordinary DKK	Total DKK			
Lars Boilesen, Chairman	262,546	39,382	-	301,928			
Howard Bubb, Deputy Chairman	131,270	39,382	-	170,652			
Henry Wasik, Board member	131,270	39,382	-	170,652			
Christian Jebsen, Board member	-	-	-	-			
Bjørn Erik Reinseth, Board member until April 2020	63,012	14,451		63,012			
Total	573,557	132,687	-	706,244			

Remuneration of the Board for the financial year 2019	1			
Name and position	Annual fee DKK	Committee fees DKK	Ad hoc / extra-ordinary DKK	Total DKK
Lars Boilesen, Chairman	262,791	78,837	-	341,628
Howard Bubb, Deputy Chairman	152,840	45,852	-	198,692
Henry Wasik, Board member	152,840	45,852	-	198,692
Bjørn Erik Reinseth, Board member	146,686	44,006	-	190,692

Remuneration of the Board for the financial year 2019								
Name and position	Annual fee DKK	Committee fees DKK	Ad hoc / extra-ordinary DKK	Total DKK				
Lars Thoresen, Board member until April 2019	36,051	10,815	-	46,866				
Christian Jebsen, Board member from April 2019	-	-	-	-				
Total	751,208	225,362	-	976,570				

In 2019, two board members received a total of an additional DKK 205 thousand as part of consultancy contracts.

REMUNERATION OF THE EXECUTIVE MANAGEMENT:

Remuneration of the Executive Management for the financial year 2022							
	Ray Sme	ets, CEO ¹	Heine Thorsgaard, CFO				
	DKK	%	DKK	%			
Fixed basic salary	2,446,232	100%	1,876,693	100%			
Pension contribution	42,624	2%	111,192	6%			
Other benefits	104,453	4%	122,837	7%			
Cash-based bonus scheme	0	0%	694,950	37%			
Share-based remuneration	409,885	17%	450,129	24%			
Total	3,027,864 DKK		3,255,801 DKK				

Remuneration of the Executive Management for the financial year 2021							
	Ray Sm	ets, CEO	Heine Thorsgaard, CFO				
	DKK	%	DKK	%			
Fixed basic salary	2,125,554	100%	1,753,799	100%			
Pension contribution	36,492	2%	103,680	6%			
Other benefits	88,578	4%	101,606	6%			
Cash-based bonus scheme	0	0%	648,000	37%			
Share-based remuneration	529,548	25%	496,394	28%			
Total	2,780,173 DKK		3,103,479 DKK				

Remuneration of the Executive Management for the financial year 2020								
	Ray Sm	ets, CEO	Heine Thors	sgaard, CFO				
	DKK	%	DKK	%				
Fixed basic salary	2,097,881	100%	1,660,219	100%				
Pension contribution	37,245	2%	99,613	6%				

¹ On February 27, 2023, Ray Smets stepped down as CEO of Napatech and was replaced by Henrik Brill Jensen.

Remuneration of the Executive Management for the financial year 2020								
	Ray Sm	ets, CEO	Heine Thors	sgaard, CFO				
	DKK	%	DKK	%				
Other benefits	191,699	9%	116,246	7%				
Cash-based bonus scheme	2,058,296	98%	810,000	49%				
Share-based remuneration	902,931	43%	123,747	7%				
Total	5,288,053 DKK		2,809,825 DKK					

Remuneration of the Executive Management for the financial year 2019									
	Ray Smets CEO		Heine Thorso CFO (period: n	2	Henrik Brill Jensen COO (period: jan-oct)				
	DKK	%	DKK	%	DKK	%			
Fixed basic salary	2,101,129	100%	289,634	100%	1,741,860	100%			
Pension contribution	37,353	2%	16,227	6%	98,596	6%			
Other benefits	204,970	10%	19,373	7%	128,107	7%			
Cash-based bonus scheme	2,001,076	95%	135,000	47%	413,333	24%			
Share-based remuneration	418,759	20%	11,851	4%	15,612	1%			
Total	4,763,287 DKK		472,085 DKK		2,397,508 DKK				

SHARE-BASED REMUNERATION OF THE BOARD OF DIRECTORS & EXECUTIVE MANAGEMENT:

Share-based remuneration of the Board of Directors - 2022								
Name and position	Program	Grant date	No. of warrants	Strike price	Vesting period	Value of award (DKK)		
Lars Boilesen, Chairman	2022	June 29, 2022	114,487	0.25 DKK	Immediate vesting	879,233		
Lars Boilesen, Chairman	2022	June 29, 2022	157,819	0.25 DKK	Fully vested April 30, 2023	1,210,027		
Howard Bubb, member	2022	June 29, 2022	46,594	0.25 DKK	Fully vested April 30, 2023	357,245		
Thomas Bonnerud, member	2022	June 29, 2022	46,594	0.25 DKK	Fully vested April 30, 2023	357,245		

*Proportionally at the end of each calendar month from June 29, 2022, until the earlier of (a) April 30, 2023, or (b) the 2023 ordinary general meeting.

No performance criteria are attached to the warrants granted to the members of the Board of Directors.

No warrants were allocated to members of the Executive Management in 2022.



Share-based remuneration of the Executive Management - 2021								
Name and position	Program	Grant date	No. of warrants	Strike price	Vesting period	Value of award (DKK)		
Heine Thorsgaard, CFO	2021	May 5, 2021	100,000	19.70 NOK	4 years	1,106,527		

No performance criteria are attached to the warrants granted to the members of the Executive Management Board in 2021.

Share-based remuneration of the Executive Management - 2020								
Name and position	Program	Grant date	No. of warrants	Strike price	Vesting period	Value of award (DKK)		
Ray Smets, CEO	2020	May 30, 2020	500,000	4.18 NOK	4 years	1,082,135		
Heine Thorsgaard, CFO	2020	May 30, 2020	100,000	4.18 NOK	4 years	216,427		

150,000 of the 500,000 warrants granted to Ray Smets in 2020 are subject to the achievement of certain strategic objectives. No performance criteria are attached to the rest of the warrants granted to the members of the Executive Management Board.

Share-based remuneration of the Executive Management - 2019									
Name and position	Program	Grant date	No. of warrants	Strike price	Vesting period	Value of award (DKK)			
Ray Smets, CEO	2019	July 24, 2019	133,756	5.0 NOK	2 years	64,866			
Ray Smets, CEO	2019	July 24, 2019	133,488	1.89 NOK	2 years	89,926			
Ray Smets, CEO	2019	July 24, 2019	800,000	1.5 NOK	4 years	561,276			
Heine Thorsgaard, CFO	2019	July 24, 2019	100,000	1.5 NOK	4 years	70,160			

No performance criteria are attached to the warrants granted to the members of the Executive Management Board in 2019.