

PROXY

Napatech A/S (the "Corporation")

Proxy Solicited for Annual General Meeting 27 April 2023

The undersigned hereby authorise, constitute and appoint _____ or, in case of no write-in, the Chairman of the Board of Directors (or failing the Chairman of the Board of Directors, any individual duly appointed by the Chairman of the Board of Directors) 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 Thursday, April 27, 2023, 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 2023.

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 2022 Annual Report			
3.	Proposal for the distribution of the profit recorded in the annual report adopted by the general meeting.			
4.	Approval of the 2022 Remuneration Report			
5.	Approval of the Company's revised Remuneration Policy			
6.	Election of members of the Nomination Committee			
6a.	Re-election of Nils A. Foldal (as chairman)			
6b.	Election of Håvard Nilsson			
7.	Proposal from the Board of Directors to approve the remuneration to the members of the Nomination Committee			
8.	Election of members of the Board of Directors including the chairperson			
8.a	Re-election of Lars Boilesen (chairperson)			
8.b	Re-election of Christian Jebsen			
8.c	Re-election of Howard Bubb			
8.d	Re-election of Thomas Bonnerud			
8.e	Election of Beth Topolovsky			
8.f	Election Danny Lobo			
9.	Proposal to amend the authorization in section 7.8 of the articles of association to issue share options to members of the Board of Directors by extending the period of the authorization to 31 March 2024 and increasing the number of share options by nom. DKK 10,000.			

Item	Resolutions	FOR	AGAINST	ABSTAIN
10.	Approval of the Board of Directors' remuneration			
11.	Election of Auditors			
12.	Approval of authorization to the Board of Directors to issue new shares for up to a total of nominal DKK 2,077,380.00 shares.			
13.	Proposal from the Board of Directors to authorize the Board of Directors to acquire the Company's own shares in one or more transactions for up to a total nominal amount of DKK 150,000.00 shares and against a fee that cannot deviate by more than 10% from the trading price at the Oslo Stock Exchange at the time of acquisition and at the same time cancel a prior authorization from 2022 to acquire the Company's own shares.			
14.	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 **21 April 2023, 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.