

PROXY

NAPATECH A/S (the "Corporation")

Proxy Solicited for Ordinary General Meeting 25 April 2019

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 *Ordinary* General Meeting of shareholders of the Corporation to be held at **Napatech Office, Tobaksvejen 23A, 2860 Soeborg, Denmark on Friday, April 25, 2019, at 10:00am** (local time) or any adjournment thereof, for the purposes set forth below and in the Notice of *Ordinary* General Meeting issued by the Corporation on *April 3, 2019*.

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 2018 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 in the Napatech Group for up to a total nominal amount of DKK 519,176.00 shares.			
5.	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 519,176.00 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.			
6.	Proposal from the Board of Directors to authorize the Board of Directors to issue new shares for up to a total of nominal DKK 2,076,706.00.			
7.	Election of member to the Nomination Committee			
7.a	Election of Nils A. Foldal (as chairman)			
7.b	Re-election of Ketil Skorstad			
8.	Election of members of the Board of Directors including the Chairman			
8.a	Re-election of Lars Boilesen (chairman)			
8.b	Election of Christian Jebsen			
8.c	Re-election of Bjørn Erik Reinseth			
8.d	Re-election of Howard Bubb			

8.e	Re-election of Henry Wasik			
9.	Appointment 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 must be received by DNB Bank ASA, Registrars Department, Oslo, **no later than April 22, 2019, 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.