

PROXY

NAPATECH A/S (the "Corporation")

Proxy Solicited for Annual General Meeting 16 April 2020

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 Annual General Meeting of shareholders of the Corporation to be held at **Napatech Office, Tobaksvejen 23A, 2860 Soeborg, Denmark on Thursday April 16, 2020 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 *24 March 2020*.

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 2019 Annual Report			
3.	Proposal for the distribution of the profit or loss recorded in the annual report adopted by the general meeting.			
4.	Approval of the Board of Directors' remuneration			
5.	Election of members of the Board of Directors including the chairman			
5.a	Re-election of Lars Boilesen (chairman)			
5.b	Re-election of Christian Jebsen			
5.c	Re-election of Howard Bubb			
5.d	Re-election of Henry Wasik			
6.	Election of Auditors			
7.	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.			
8.	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 250,000.00 shares.			
9.	Proposal from the Board of Directors to approve the revised Remuneration Policy for Management and Board			
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 **13 April 2020, 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.