

## **Notice of an extraordinary general meeting of Napatech A/S**

The board of directors hereby gives notice of an extraordinary general meeting ("EGM") of Napatech A/S, company registration (CVR) no. 10109124 (the "Company"), to be held on

**Wednesday, 8 January 2025, at 10.00 a.m. CET at**

the registered office of Napatech A/S, Tobaksvejen 23A, Soeborg, Denmark.

### **Agenda:**

1. Election of a new member to the board of directors
2. Any other business

## **Complete proposals**

### **Item 1 - Election of a new member to the board of directors**

Pursuant to articles 16.1 and 16.4 of the Company's articles of association, the board of directors consists of 4-8 members elected by the general meeting for a period of one year.

The current board of directors consists of Johan Christian Jebsen (chair), Anna Beth Topolovsky, Howard Gregory Bubb, Sven Tore Larsen and Danny Lobo.

In accordance with a proposal from the nomination committee, the board of directors proposes that Shannon Poulin is elected as new member to the board of directors to strengthen the Board's understanding of the semiconductor industry and to utilize Shannon's understanding of Napatech's customers, competitive environment and technology roadmap for Napatech going forward.

With over 30 years of experience in the technology industry, Shannon Poulin has a proven track record of inspiring and leading teams. He has spent half of his career in high-tech product development, management, and driving profitable business growth. He has spent the other half of his career leading sales and marketing professionals, working with partners, and engaging with end-user customers to drive design wins and sell value-added solutions. He has held leadership and executive positions at Microchip, Intel, and Altera. He has an undergraduate degree in Electrical Engineering, a graduate degree in Business Management, and he has been awarded multiple patents.

Shannon Poulin does not currently hold managerial positions in other undertakings and is considered to be independent.

### **Item 2 – Any other business**

It will be possible to ask questions to the board of directors on any issue relating to the Company pursuant to section 102 of the Danish Companies Act.

## **Additional information**

For participation at the EGM, shareholders are required to obtain an access card. Access cards can be ordered from DNB Bank ASA, [vote@dnb.no](mailto:vote@dnb.no). Access cards need to be ordered no later than on **Friday, 3 January 2025 at 11.59 p.m. CET.**

Access cards will be sent by ordinary mail by DNB Bank ASA. Napatech is not accountable for delays in connection with this service. We recommend that access cards are ordered with sufficient time for ordinary mail service.

## **Total number of shares and voting rights in the Company**

As of the day of this notice, the Company has a nominal share capital of DKK 24,999,165.50. Each share of DKK 0.25 carries one vote at the general meeting.

The shareholders' rights to attend and vote at the general meetings are determined on the basis of the shares held by the shareholder on the date one week prior to the holding of the general meeting (the "Record Date"). The shareholdings of each shareholder on the Record Date is determined based on the number of shares held by the shareholder as registered in the register of shareholders and on any notice of ownership received by the Company for the purpose of registration in the register of shareholders, but not yet registered. The Record Date is **Wednesday, 1 January 2025.**

## **Majority requirements**

The proposal under item 1 may be adopted by simple majority.

## **Postal vote**

Shareholders, who are qualified to attend the EGM, may vote by postal vote prior to the holding of the EGM.

The shareholders shall return their voting instructions to DNB Bank ASA by e-mail: [vote@dnb.no](mailto:vote@dnb.no) or by ordinary mail to P.O. Box address: DNB Bank ASA, Registrars Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway, or by hand to DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, Norway. Postal votes must be received by DNB Bank ASA no later than **Friday, 3 January 2025 at 11.59 p.m. CET.**

Once a postal vote has been received by DNB Bank ASA, it is binding and cannot be revoked. To ensure proper identification, the shareholder shall put his/her name in capital letters and sign by the shareholder. If the shareholder is a legal entity, the company registration number or similar identification shall be noted.

The form to be used for a postal vote is attached to the notice and is available on the website of the Company, [www.napatech.com](http://www.napatech.com).

## **Proxy and counsel**

Shareholders have the right to attend the EGM by proxy.

The proxy shall be sent by e-mail to [vote@dnb.no](mailto:vote@dnb.no) or by ordinary mail to P.O. Box address: DNB Bank ASA, Registrars Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway or by hand to DNB Bank ASA, Dronning Eufemias gate 30, 0191 Oslo, Norway. The proxy must be received by DNB Bank ASA no later than **Friday, 3 January 2025 at 11.59 p.m. CET.**

Shareholders or proxy holders may attend the EGM with an advisor. Any proxy or advisor participating at the EGM must also order access card to the EGM.

The proxy form will be sent to the shareholder by DNB Bank ASA and is available on the website of the Company, [www.napatech.com](http://www.napatech.com).

## Questions

Shareholders may prior to the EGM ask questions to the agenda or to the documents to be presented at the EGM. Such questions must be received by the Company no later than on **Fri-day, 3 January 2025 at 11.59 p.m. CET.**

Questions may be sent to Napatech A/S, att.: the board of directors, Tobaksvejen 23 A, 2860 Søborg, Denmark, or by email to [htg@napatech.com](mailto:htg@napatech.com).

## Documentation

The following information is available for the shareholders to view and print on the Company's website at [www.napatech.com](http://www.napatech.com) up until and including the day of the general meeting:

- (i) this notice
- (ii) the total number of shares and voting rights in the company as at the date of this notice (included in this notice)
- (iii) the agenda and complete proposal (included in this notice)
- (iv) the documents to be presented at the general meeting
- (v) proxy and postal voting forms.

For more information, please contact:

Heine Thorsgaard, CFO  
E-mail: [htg@napatech.com](mailto:htg@napatech.com)