
To: All Officers, Directors and Securityholders Subject to Section 16 Reporting
From: AvePoint, Inc. (the “Company”)
Date: August 20, 2024
Re: Section 16 Compliance Program

Attached is the Company’s Section 16 Compliance Program. The purpose of this program is to assist (i) Section 16 officers, directors and beneficial owners of more than 10% of any registered class of securities of the Company (collectively, the “**Reporting Persons**”) in complying with their filing responsibilities under Section 16(a) of the Securities Exchange Act of 1934, as amended, as well as to monitor possible insider and short-swing trading concerns. Because of the extremely short deadlines for filing insider reports, it is imperative that you promptly report trades and other changes in beneficial ownership and otherwise provide information necessary to complete the filings. Without your complete cooperation, we will not be able to assist you in complying with your filing obligations. The highlights of the Company’s compliance procedures include:

- (a) the designation of an Section 16 Compliance Officer to assist you in preparing and electronically filing all Form 3, Form 4 and Form 5 reports;
- (b) the adoption of a pre-clearance and, in certain cases, an advance notification procedure for transactions by officers and directors of the Company;
- (c) the adoption of a notification procedure to report the execution of transactions; and
- (d) a Short-Swing Profit Checklist, a quick reference for your use that can also be furnished to your financial adviser, accountant, personal lawyer, broker, etc.

INTRODUCTION

Insider reporting is designed to discourage Reporting Persons from engaging in unfair trading practices and provide information to the marketplace. Section 16(a) requires Section 16 insiders to publicly report changes in their beneficial ownership of a company’s securities, while Section 16(b) attempts to deter improper trading by requiring the disgorgement to a company of all profits realized by Section 16 insiders on “short-swing” transactions. In its annual proxy statement and Form 10-K, the Company is required to identify any Section 16 insiders who failed to file on a timely basis their Section 16 reports on Forms 3 and 4, together with information about such unreported transactions, during the Company’s preceding fiscal year. Section 16 also requires a year-end filing on Form 5, to be used for the reporting of previously unreported transactions (e.g., transactions that should have been reported on a Form 3 or Form 4 during the year but were not, and transactions involving a change in beneficial ownership that are allowed to be reported on a deferred basis).

THE CONSEQUENCES OF DELINQUENT FILINGS

The consequences of a late filing or a failure to file under the rules are significant:

- Public embarrassment to you and the Company due to required disclosures in the proxy statement and the Form 10-K. Newspapers and websites now regularly publish lists of insiders who fail to report transactions on a timely basis.

- Potential exposure to civil remedies and substantial monetary fines for filing violations, as well as the possibility of criminal penalties for willful failures.

FILING RESPONSIBILITIES

Under the Section 16 rules, the timely filing of Forms 3, 4 and 5 is solely the responsibility of the Section 16 insider. However, because of the importance of making these timely filings, the Company has designated a Section 16 Compliance Officer to assist you in the preparation and filing of these forms.

REQUIRED FORMS – SECTION 16 FILINGS

Form 3 Initial Report

You must electronically file a Form 3 with the Securities and Exchange Commission (the “**SEC**”) to report your initial beneficial ownership of a company’s securities either by the effective date of registration statement filed in connection with the company’s initial public offering or, if you are not a Section 16 insider on such date, within *10 calendar days* of the date you became a Section 16 insider. Section 16 requires that you report all of the Company’s securities held directly by you and indirectly by you, your spouse, children and any other immediate family members living in your household, as well as certain securities owned by entities controlled by you. Special rules apply to 10% owners, groups, trusts, partnerships and other entities. All of these entities, the shareholdings of which may be attributed to you, are referred to as “**controlled entities**.” You may disclaim beneficial ownership of such shares. The rules relating to the determination of beneficial ownership are very complex and legal counsel should be consulted with any questions.

Form 4

You must electronically file a Form 4 with the SEC whenever there is a non-exempt acquisition or disposition of your securities. Examples of transactions that must be reported on a Form 4 include open market purchases and sales, stock repurchases, stock awards and stock option grants and exercises (including regrants, cancellations and repricings). Certain changes in beneficial ownership may be reported on a deferred basis on a Form 5 as discussed below. The filing deadline for a Form 4 is within *two (2) business days* following the execution of the transaction. The term “**business day**” does not include Saturday, Sunday or any federal holiday. The term “**executed**” generally means the date the transaction occurs (*i.e.*, the trade date for market transactions, not the date of confirmation). Amendments to the rules under Section 16 establish exceptions to the two-business day filing requirement for two narrowly defined types of transactions where the Section 16 insider does not control the trade date. The first exception relates to transactions under Rule 10b5-1 automatic trading plans or arrangements *where the Section 16 insider does not select the date of execution*. In that case, the date on which the executing broker, dealer or plan administrator notifies the Section 16 insider of the execution of the transaction is deemed the date of execution of the transaction, as long as the notification date is not later than the third business day following the trade date. The second exception relates to “discretionary transactions” (as defined in Rule 16b-3) under employee benefit plans, such as intra-plan transfers under 401(k) plans, *where the Section 16 insider does not select the date of execution*. In that case, the date on which the plan administrator notifies the Section 16 insider of the execution of the transaction is deemed the date of execution of the transaction, as long as the notification date is not later than the third business day following the trade date. In both instances, the Section 16 insider must report the transaction on a Form 4 before the end of the second business day following the deemed date of execution of the transaction. For example, if you make a trade under a Rule 10b5-1 trading plan (where you have not chosen the trade date) on Monday and the broker notifies you of the trade on Wednesday (the deemed execution date), your Form 4 will be due by Friday.

Form 5 Annual Report

If applicable, you must electronically file a Form 5 annually with the SEC (within 45 calendar days after the end of the Company's fiscal year) to report any holdings and transactions that should have been reported during the year but were not, and to report certain transactions that are allowed to be reported on a deferred basis (e.g., gifts, transfers to trusts, inheritances). Filing a Form 5 for a late or omitted report, however, will not cleanse the Section 16 violation. In addition, if you do not file a Form 5 at year end, you will be required to provide the Company with a written representation that no Form 5 filing is due (i.e., there were no unreported transactions).

Timely Filing/Website Posting

Each Form 3, 4 or 5 must be electronically filed with the SEC via EDGAR on or before its due date. A Form ID (Uniform Application for Access Codes to File on EDGAR) must be completed and sent to the SEC prior to making EDGAR filings. It can take up to two (2) to three (3) days to receive the requisite EDGAR filing number and access codes after filing a Form ID. The Company, with the assistance of outside counsel, will obtain these for you to the extent that you do not have them in connection with service with another public company.

A report that is transmitted to the SEC prior to 10:00 p.m. Eastern Time on a business day is deemed filed that day. SEC rules require public companies that have corporate websites to post all Section 16 filings on their websites by the end of the business day after the date on which the reports are filed with the SEC. The Company's website will automatically post all Section 16 filings.

SECTION 16 COMPLIANCE PROGRAM

To assist AvePoint, Inc., a Delaware corporation, (the “**Company**”) in monitoring compliance with the rules adopted by the SEC under Section 16 and to prevent inadvertent violations of such rules, the Company has implemented the Section 16 Compliance Program for its Section 16 officers, directors and 10% securityholders (each a “**Section 16 insider**” and collectively, the “**Reporting Persons**”) as set forth below.

1. DESIGNATED SECTION 16 COMPLIANCE OFFICER.

The Company has designated the Company’s Chief Legal and Compliance Officer as the “**Section 16 Compliance Officer**” to assist all Reporting Persons in preparing and filing electronically all Form 3, Form 4 and Form 5 reports. The contact information for the Section 16 Compliance Officer is:

Address:	Attn: Section 16 Compliance Officer c/o AvePoint, Inc. 901 East Byrd Street, Suite 900 Richmond, Virginia 23219
Phone number:	+1 804-314-5903
E-Mail address:	brian.brown@avepoint.com

The Company will promptly notify all Reporting Persons of any change in the designation of the Section 16 Compliance Officer or in the contact information for the Section 16 Compliance Officer. The Section 16 Compliance Officer may also designate additional individuals to assist them in carrying out all duties of the Section 16 Compliance Officer.

2. PRE-CLEARANCE AND ADVANCE NOTIFICATION OF TRANSACTIONS BY OFFICERS AND DIRECTORS.

To provide assistance in meeting insider reporting requirements, monitor insider and short-swing trading concerns and avoid even the appearance of impropriety (which could result, for example, where an officer engages in a trade while unaware of a pending major development), the Company has adopted a pre-clearance and advance notification procedure set forth in the Company’s Insider Trading Policy (the “**Insider Trading Policy**”). Under this policy, *all* officers and directors must receive pre-clearance for the proposed securities transactions from the Company’s Clearing Officer (as defined in the Insider Trading Policy). Additionally, in the event the Company institutes a window period, all officers and directors are allowed to trade only within the Company’s window period. The Company shall promptly notify *all* officers and directors of any change in the designation of the individual(s) responsible for pre-clearance or in the contact information for such individual(s).

3. NOTIFICATION OF EXECUTION OF TRANSACTION.

Upon execution of any transaction (including automatic trades under an established Rule 10b5-1 trading plan or automatic securities purchase or disposition plan (“**Trading Plan**”)), the Reporting Person must *immediately* notify the Section 16 Compliance Officer with the details of the transaction, including the date of execution, the trading price and the number of securities involved. The Company will promptly notify all Reporting Persons of any change in these notification procedures.

4. PREPARING AND REVIEWING FORMS.

The Section 16 Compliance Officer will prepare or cause to be prepared the Form 3 upon an individual’s becoming a Reporting Person. In addition, the Section 16 Compliance Officer will assist in the preparation and electronic filing of a Form 4 or Form 5 whenever there is a transaction that would require a filing. However, it will not be possible to prepare forms for submission on a timely basis without the Reporting Person’s active participation. The Section 16 Compliance Officer requires a Reporting Person’s immediate notification of a transaction (or other change in beneficial ownership) and cooperation to provide such

additional information as may be required regarding the transaction whenever necessary, as well as all assistance necessary in completing the forms.

It should be noted that if a Section 16 insider is unable to personally sign a Form 3, 4 or 5 (e.g., if the Section 16 insider is out of town), the SEC permits the report to be signed by another person as long as an authorization letter is sent "as soon as practicable" thereafter. The Company is therefore requesting a standing power of attorney and authorization letter giving certain officers of the Company and certain personnel from the Company's outside legal counsel, the authority to sign the Form 3, 4 or 5 on the Reporting Person's behalf to facilitate timely filings in his or her absence. Because of the short filing deadlines, these authorizations are extremely important. It is imperative that Reporting Persons sign and return the power of attorney and authorization letter as soon as possible. These documents are backup; Reporting Persons are still expected to sign their own forms if possible.

5. SHORT-SWING TRADING VIOLATIONS: PREVENTIVE PROCEDURES.

While procedures to prevent filing delinquencies are essential, the Company's pre-clearance procedures are also designed to prevent inadvertent violations of Section 16(b), the SEC's short-swing profit rule, which can be potentially much more costly and disruptive. Section 16 insiders will be held liable for any "short-swing profits" resulting from any combination of a purchase and sale or a sale and purchase within a period of less than six months. A checklist is attached that highlights the most common short-swing profit rule violations and other considerations when thinking about possible transactions. Section 16 insiders should review the checklist before contemplating a transaction involving Company securities. Transactions by immediate family members and controlled entities are also subject to potential Section 16(b) liability. The pre-clearance procedure also provides an opportunity to avert Section 16 insider trading violations.

6. PERIODIC REMINDERS AND SECTION 16 REVIEW SESSIONS.

The Company plans to distribute periodic reminders about the insider reporting obligations and filing deadlines. The Company further intends to keep Reporting Persons apprised of new developments in this area by sending updated memoranda, as appropriate.

7. ULTIMATE RESPONSIBILITY.

While the Company assists its Reporting Persons in complying with the insider reporting rules, the Reporting Persons should recognize that it remains the Reporting Person's obligation to see that all filings are accurate and made on time. Reporting Persons will be personally responsible for any monetary fines and potential civil liability and criminal penalties resulting from reporting violations, which could be severe.

8. ATTACHMENTS.

- Section 16 Insider Reporting Reminder
- Short-Swing Profit Checklist
- Form of Authorization Letter
- Form of Power of Attorney

SECTION 16 INSIDER REPORTING REMINDER

MEMORANDUM

To: All Officers and Directors of AvePoint, Inc. (the “**Company**”)
Date: _____, 202_
Re: Pre-Clearance and Notification of Officer and Director Trades

This is to remind you that under the Company’s Insider Trading Policy, if you are an officer or director of the Company and are contemplating a transaction in Company securities or in a related financial instrument, you must notify the Company’s Clearing Officer (the “**Clearing Officer**”) identified in the policy and request pre-clearance of the transaction. The pre-clearance procedure applies to the following transactions in the Company’s securities: any purchase or sale in the open market, loan, or other transfer of beneficial ownership or control or direction over securities of the Company or related financial instruments, and the granting, exercise, settlement, lapse, expiry or forfeiture of any equity-based compensation (including options pursuant to a Company incentive plan). **Advance notice to and pre-clearance by the Clearing Officer is required for option exercises or gifts.** Transactions by your immediate family members and entities you control are also subject to this policy.

You should not sell, or otherwise transfer, Company securities or any related financial instrument until you have confirmed that an instituted window period is open (as required in the Company’s Insider Trading Policy), analyzed any potential Section 16(b) matchable transactions under the short-swing trading laws, determined whether a Form 144 is required to be filed with the SEC and filed such form if necessary (you can obtain a Form 144 from your broker), and confirmed that you are not in possession of material, nonpublic information about the Company.

As someone subject to insider reporting obligations under U.S. you must also comply with your notification obligations to the Company. Upon the execution of any transaction, you must immediately notify the Section 16 Compliance Officer with the details of the transaction, including the date of execution, the trading price and number of securities involved. The Section 16 Compliance Officer is currently the Company’s Chief Legal and Compliance Officer, who can be reached at brian.brown@avepoint.com.

As you also know, if there is a reportable change in your beneficial ownership of Company securities (such as an option grant or exercise, or open market purchase or sale), you are required to electronically file a Form 4 with the SEC no later than the second business day following the execution of the transaction. For automatic trades under an established automatic securities acquisition or disposition plan or Rule 10b5-1 trading plan and discretionary transactions under employee benefit plans, such as intra-plan transfers under 401(k) plans, *where you do not select the date of execution of the trade*, the date on which the broker or plan administrator notifies you of the execution of the transaction is deemed the date of execution of the transaction, as long as the notification date is not later than the third business day following the trade date. Our Section 16 Compliance Officer will assist you in preparing and electronically filing the necessary reports.

If you have any questions, please contact our Section 16 Compliance Officer.

SHORT-SWING PROFIT CHECKLIST

Any combination of a purchase and sale, or a sale and purchase, within six months of each other by an officer, director or beneficial owner of more than 10% of any registered class of securities of a company (each, an “*insider*”) could result in a violation of Section 16(b) of the Securities Exchange Act of 1934, as amended, and, in that event, the insider’s “profit,” as determined in accordance with Section 16(b), may be recovered by the Company. The holding period of such shares makes no difference, and in some circumstances, one of the matching transactions may have occurred before or after a person was an insider. The amount to be disgorged is calculated by matching the highest priced sale with the lowest priced purchase, regardless of the order in which the transactions occurred or whether you actually realized any economic profit from the transactions.

SALES

Before an insider (or any immediate family members or controlled entities of such insider) sells any securities in the Company, the following questions should be considered:

Yes **No**

- Have there been any purchases by the insider (or any immediate family members or controlled entities) within the past six months?

If yes, legal counsel should be consulted before the sale.

- Have there been any option grants or purchases within the last six months?

When answering this question, an insider may ignore grants or purchases (provided that they are not discretionary (i.e., not made at the discretion of the insider)) from the Company if:

- The acquisition was pursuant to a qualified retirement plan, such as: a 401(k) plan, that satisfies the coverage and participation requirements of the Internal Revenue Code of 1986, as amended (the “*IRC*”); an excess benefit plan that is operated in conjunction with a qualified retirement plan and provides only the benefits or contributions that cannot be made under the qualified retirement plan due to the contribution limits set forth in the IRC; or an employee stock purchase plan that satisfies the coverage and participation requirements of Sections 423(b)(3) and 423(b)(5), or Section 410 of the IRC;
- The transaction was approved by the Company’s board of directors or a committee comprised solely of two or more non-employee directors;
- The transaction was approved or ratified by the Company’s stockholders in accordance with the requirements in Rule 16b-3; or
- The Company’s securities acquired are held by the insider for six months.

If yes, legal counsel should be consulted before the sale.

- Are any purchases anticipated or required within the next six months?

If yes, legal counsel should be consulted before the sale.

- Has the insider notified a Clearing Officer and received any necessary pre-clearance approval in accordance with the pre-clearance and advance notification requirements in the Company’s Insider Trading Policy?

If no, the Clearing Officer should be notified.

- | Yes | No | |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | Has the Section 16 Compliance Officer been advised as to all transactions for preparation of the Form 4?
<i>If no, all transactions need to be disclosed to such person.</i> |
| <input type="checkbox"/> | <input type="checkbox"/> | Has it been determined whether a Form 144 is required to be filed?
<i>Please consult legal counsel for this determination.</i> |
| <input type="checkbox"/> | <input type="checkbox"/> | If a Form 144 is required to be filed, has the broker been reminded to sell pursuant to Rule 144?
<i>If no, contact the broker.</i> |
| <input type="checkbox"/> | <input type="checkbox"/> | If the insider is a beneficial owner of more than 10% of any registered class of securities of the Company, has it been determined whether an amended Schedule 13D or 13G is required to be filed?
<i>Please consult legal counsel for this determination.</i> |
| <input type="checkbox"/> | <input type="checkbox"/> | Is the insider aware of any material, nonpublic information regarding the Company such that a sale would violate the Company's Insider Trading Policy?
<i>If yes, the transaction is not permitted.</i> |
| <input type="checkbox"/> | <input type="checkbox"/> | Is there a window period, as described in the Company's Insider Trading Policy, and if so, is it open?
<i>If no, the Clearing Officer should be contacted to determine whether the transaction may be permitted.</i> |

PURCHASES

Before an insider (or any immediate family members or controlled entities of such insider) purchases any securities in the Company, the following questions should be considered:

- | Yes | No | |
|--------------------------|--------------------------|---|
| <input type="checkbox"/> | <input type="checkbox"/> | Have there been any sales by the insider (or any immediate family members or controlled entities) within the past six months?
Note: This includes any shares sold in a cashless exercise of options.
<i>If yes, legal counsel should be consulted before the purchase.</i> |
| <input type="checkbox"/> | <input type="checkbox"/> | Are any sales anticipated or required within the next six months (e.g., tax-related or year-end transactions, or margin calls)?
<i>If yes, legal counsel should be consulted before the purchase.</i> |
| <input type="checkbox"/> | <input type="checkbox"/> | Has the insider notified a Clearing Officer and received any necessary pre-clearance approval in accordance with the pre-clearance and advance notification requirements in the Company's Insider Trading Policy?
<i>If no, the Clearing Officer should be notified.</i> |
| <input type="checkbox"/> | <input type="checkbox"/> | Has the person responsible for preparing the Form 4 been advised as to all transactions?
<i>If no, all transactions need to be disclosed to such person.</i> |

Yes **No**

 Will the insider be the beneficial owner of more than 10% of any registered class of securities of the Company following the proposed transaction?

If yes, legal counsel should be consulted to determine whether a Schedule 13D or 13G is required to be filed.

 If the insider is a beneficial owner of more than 10% of any registered class of securities of the Company before the proposed transaction, has it been determined whether an amended Schedule 13D or 13G is required to be filed?

Please consult legal counsel for this determination.

 Is the insider aware of any material, nonpublic information regarding the Company such that a sale would violate the Company's Insider Trading Policy?

If yes, the transaction is not permitted.

 Is there a window period, as described in the Company's Insider Trading Policy, and if so, is it open?

If no, the Clearing Officer should be contacted to determine whether the transaction may be permitted.

FORM OF AUTHORIZATION LETTER

_____, 20__

Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549
Attn: Filing Desk

To Whom It May Concern:

By means of this letter I authorize Tianyi Jiang and Brian M. Brown, or any of them individually, to sign on my behalf all forms required under Section 16(a) of the Securities Exchange Act of 1934, as amended, relating to transactions involving the stock or derivative securities of AvePoint, Inc. Any of these individuals is accordingly authorized to sign any Form ID, Form 3, Form 4, Form 5, or amendments to those forms that I am required to file with the same effect as if I had signed them myself.

This authorization will remain in effect until revoked in writing by me.

Yours truly,

[name of insider]

FORM OF POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Tianyi Jiang and Brian M. Brown of AvePoint, Inc. with full power of substitution, signing individually, the undersigned's true and lawful attorneys-in fact and agents to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer, director or beneficial owner of more than 10% of a registered class of securities of AvePoint, Inc., Forms 3, 4, and 5 (including any amendments thereto), relating to the securities of AvePoint, Inc., in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**") and the rules thereunder and a Form ID, Uniform Application for Access Codes to File on EDGAR;
- (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to execute such Forms 3, 4, or 5, or Form ID (including any amendments thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is AvePoint, Inc. assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by AvePoint, Inc., (b) revocation by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (c) as to any attorney-in-fact individually, until such attorney-in-fact is no longer employed by AvePoint, Inc. or Cooley LLP.

The undersigned has caused this Power of Attorney to be executed as of _____,
20__.

[name of insider]