

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of Commission Only (as permitted by Rule 14a-6(e)(2))
- ☒ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☐ Soliciting Material Pursuant to §240.14a-12

AVEPOINT, INC.
(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check all boxes that apply):

- ☒ No fee required.
- ☐ Fee paid previously with preliminary materials
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Notice of 2026 Annual Meeting of Stockholders and Proxy Statement

May 5, 2026
9:00 a.m. ET

Virtual Meeting Site:
www.virtualshareholdermeeting.com/AVPT2026



Notice of 2026 Annual Meeting of Stockholders

Date	May 5, 2026
Time	9:00 a.m. Eastern Time
Virtual Meeting	This year's meeting is a virtual stockholders meeting at www.virtualshareholdermeeting.com/AVPT2026
Record Date	March 9, 2026. Only stockholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Annual Meeting.
Proxy Voting	Make your vote count. Please vote your shares promptly to ensure the presence of a quorum during the Annual Meeting. Voting your shares now via the internet, by telephone, or by completing, signing, dating, and returning the enclosed proxy card or voting instruction form will save the expense of additional solicitation. Submitting your proxy now will not prevent you from voting your shares during the Annual Meeting, as your proxy is revocable at your option. We are requesting you to vote on the following matters:
Items of Business	• The election of the three Class II director nominees named in this Proxy Statement; • The approval, on a non-binding advisory basis, of the compensation paid to our named executive officers ("say-on-pay vote"); • The ratification of the selection of Deloitte & Touché LLP as our independent auditor for fiscal year 2026; and • Such other business that may properly come before stockholders at the Annual Meeting.
Address of Corporate Offices	Corporate Headquarters: 525 Washington Blvd., Ste. 1400, Jersey City, New Jersey 07310 Primary Operations Center: 901 East Byrd Street, Ste. 900, Richmond, Virginia 23219
Meeting Details	See Proxy Summary on Page 1 – Information About the Annual Meeting for details.

Important notice regarding the availability of proxy materials for the Annual Meeting to be held on May 5, 2026. Our 2026 Proxy Statement and 2025 Annual Report to Stockholders are available at <https://www.avepoint.com/ir>.

By Order of the Board of Directors



Brian Michael Brown, Esq.
Chief Legal and Compliance Officer,
and Secretary

Richmond, Virginia
March 13, 2026



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Information About the Meeting and Security Ownership	Corporate Governance	Named Executive Officers	Pay Versus Performance Disclosure	Audit Committee Matters	Proposals to be Voted on During the Meeting
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Proxy Summary

This summary highlights information contained elsewhere in this Proxy Statement. This summary does not contain all of the information you should consider. Please read the entire Proxy Statement carefully before voting.

Information About the Annual Meeting		
Date: Tuesday, May 5, 2026	Place: Virtual meeting at www.virtualshareholdermeeting.com/AVPT2026	
Time: 9:00 a.m. Eastern Time	Record Date: March 9, 2026	Voting: Stockholders as of the Record Date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.
Meeting Agenda: The meeting will cover the proposals listed under Voting Matters and Vote Recommendations below, and any other business that may properly come before the meeting.	Date of Distribution: The Notice Regarding the Availability of Proxy Materials (the “ <i>Notice of Availability</i> ”), this Proxy Statement, the 2025 Annual Report on Form 10-K (the “ <i>Annual Report</i> ”) and the proxy card are first being made available or mailed on or about March 18, 2026.	

Voting Matters and Vote Recommendations			
Proposal	Board Recommendation	Reasons for Recommendation	See Page
1. Election of three directors.	FOR	The Board of Directors of AvePoint Inc. (the “ <i>Board</i> ”) and the Nominating and Corporate Governance Committee believe that the three Board candidates possess the skills, experience, and diversity to effectively monitor performance, provide oversight, and advise management on AvePoint’s long-term strategy.	49
2. Non-binding advisory vote on compensation of our named executive officers.	FOR	The Board believes that AvePoint’s executive compensation program aligns the interest of management and stockholders.	50
3. Ratification of the appointment of Deloitte & Touche, LLP (“ <i>Deloitte</i> ”) as AvePoint’s independent registered public accounting firm for fiscal year 2026.	FOR	Based on the Audit Committee’s assessment of Deloitte’s qualifications and performance, the Board and the Audit Committee believe that its retention for fiscal year 2026 is in the best interests of AvePoint.	51



Questions and Answers About These Proxy Materials and Voting

What is AvePoint?

AvePoint, Inc., is a Delaware corporation originally incorporated in New Jersey on July 24, 2001 and redomiciled as a Delaware corporation in 2006 (hereinafter referred to as “*AvePoint*,” the “*Company*,” “*we*,” “*us*,” or “*our*”). On July 2, 2021, AvePoint's shares of common stock were officially listed under the ticker “AVPT” on the Nasdaq Global Select Market (“*Nasdaq*”) and on September 19, 2025 were also officially listed under the ticker “AVP” on the Main Board of the Singapore Exchange Securities Trading Limited (“*SGX*”).

AvePoint is a global provider of modern data protection, enabling organizations to secure, govern, and operationalize data at scale across major cloud ecosystems. Customers rely on the AvePoint Confidence Platform to reduce risk, improve operational efficiency, and accelerate digital transformation as they adopt cloud collaboration and artificial intelligence (“*AI*”)-driven advanced tools and workflows.

As organizations embed AI into core business processes, data becomes both a strategic asset and a growing source of risk. AI can amplify the impact of poor data hygiene, including sensitive data exposure, compliance failures, and operational disruption. Enterprises increasingly require a modern data foundation where data is discoverable, classified, governed, protected, and recoverable by design.

Who is soliciting my proxy?

The Board is furnishing you this Proxy Statement to solicit proxies on its behalf to be voted at the 2026 Annual Meeting of Stockholders (the “*Annual Meeting*”). The proxies also may be voted at any adjournments or postponements of the Annual Meeting. All properly executed written proxies, and all properly completed proxies submitted by telephone or by the internet, that are delivered pursuant to this solicitation will be voted at the meeting in accordance with the directions given in the proxy, unless the proxy is revoked before the completion of voting at the Annual Meeting.

Why did I receive a notice regarding the availability of proxy materials on the internet?

Pursuant to rules adopted by the U.S. Securities and Exchange Commission (the “*SEC*”), we have elected to provide access to our proxy materials over the internet. As a result, we are mailing the Notice of Availability to our stockholders instead of a paper copy of this Proxy Statement and our Annual Report to Stockholders (collectively, the “*Proxy Materials*”). The Notice of Availability contains instructions on how to access and review those documents over the internet. We believe that this process will allow us to provide our stockholders with the information they need in a more timely manner, while reducing the environmental impact and lowering the costs of printing and distributing the Proxy Materials. Our Board is soliciting your proxy to vote at the Annual Meeting, including at any adjournments or postponements of the Annual Meeting. All stockholders will have the ability to access the Proxy Materials on the website referred to in the Notice of Availability or request to receive a printed set of the Proxy Materials. Instructions on how to access the Proxy Materials over the internet or to request a printed copy may be found in the Notice of Availability.

We intend to mail the Notice of Availability on or about **March 18, 2026**, to all stockholders of record as of **March 9, 2026** (the “*Record Date*”), who are entitled to receive notice of, and to vote at, the Annual Meeting.

Will I receive any other proxy materials by mail?

No, you will not receive any other proxy materials by mail unless you request a paper copy of the Proxy Materials. To request that a full set of the Proxy Materials be sent to you, please follow the applicable instructions on the Notice of Availability or voting instruction form.



How do I attend, participate in, and ask questions during the Annual Meeting?

We will be hosting the Annual Meeting via live webcast. Any stockholder as of the Record Date can virtually attend, participate in, and ask questions during the Annual Meeting at www.virtualshareholdermeeting.com/AVPT2026. The meeting will start at **9:00 a.m., Eastern Time, on Tuesday, May 5, 2026**.

In order to log in to the virtual Annual Meeting you will need a control number, which is included in the Notice of Availability or on your proxy card if you are a stockholder of record of shares of common stock, or included with your voting instruction card and voting instructions received from your broker, bank, or other agent if you hold your shares of common stock in “street name.” Instructions on how to virtually attend and participate are available at www.virtualshareholdermeeting.com/AVPT2026. We recommend that you log in a few minutes before 9:00 a.m., Eastern Time on Tuesday, May 5, 2026 to ensure you are logged in when the Annual Meeting starts. The webcast will open 15 minutes before the start of the Annual Meeting.

If you would like to submit a question during the Annual Meeting, you may log in to www.virtualshareholdermeeting.com/AVPT2026 using your control number, type your question into the “Ask a Question” field, and click “Submit.”

To help ensure that we have a productive and efficient meeting, and in fairness to all stockholders in attendance, you will also find posted our rules of conduct for the Annual Meeting when you log in prior to its start. These rules of conduct will include the following guidelines:

- How you may submit questions and comments electronically through the meeting portal during the Annual Meeting.
- Only stockholders of record as of the Record Date and their proxy holders may submit questions or comments.
- Please direct all questions to Dr. Tianyi Jiang, our Chief Executive Officer (“*CEO*”).
- Please include your name and affiliation, if any, when submitting a question or comment.
- Limit your remarks to one brief question or comment that is relevant to the Annual Meeting and/or our business.
- Related or similar questions may be grouped by topic by our management to save time and reduce redundancy.
- Questions may also be ruled as out of order if they are, among other things, irrelevant to our business, related to pending or threatened litigation, disorderly, repetitious of statements already made, or in furtherance of the speaker’s own personal, political or business interests.
- Be respectful of your fellow stockholders and Annual Meeting participants.
- No audio or video recordings of the Annual Meeting are permitted.

What if I have technical difficulties or trouble accessing the Annual Meeting?

We will have technicians ready to assist you with any technical difficulties you may have accessing the Annual Meeting. If you encounter any difficulties accessing the Annual Meeting during the check-in or meeting time, please call the technical support number that will be posted at www.virtualshareholdermeeting.com/AVPT2026 or at www.proxyvote.com. Technical support will be available starting at **9:00 a.m., Eastern Time on Tuesday, May 5, 2026**.

Who can vote at the Annual Meeting?

Only stockholders of record at the close of business on the Record Date will be entitled to vote online at the Annual Meeting. On the Record Date, there were 215,958,712 shares of common stock outstanding and entitled to vote.

Stockholder of Record: Shares Registered in Your Name

If, on the Record Date, your shares were registered directly in your name with our transfer agent, Continental Stock Transfer & Trust Company, LLC, then you are a stockholder of record. As a stockholder of record, you may vote online during the Annual Meeting or by proxy in advance. Whether or not you plan to virtually attend the Annual Meeting, we urge you to vote your shares by proxy in advance of the Annual Meeting through the internet, by telephone or by completing, signing, dating and returning a printed proxy card that you may request or that we may elect to deliver at a later time to ensure your vote is counted.



Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If, on the Record Date, your shares were held not in your name, but rather in an account at a brokerage firm, bank or other agent, then you are the beneficial owner of shares held in “street name” and the Notice of Availability is being forwarded to you by that organization. The organization holding your account is considered to be the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank or other agent regarding how to vote the shares in your account. You are also invited to virtually attend the Annual Meeting. However, since you are not the stockholder of record, you may not vote your shares online at the Annual Meeting unless you request and obtain a valid proxy from your broker, bank or other agent.

What items will be voted on at the Annual Meeting and how does the Board recommend I vote on such items?

<i>Proposal 1: Election of Directors</i> (see page 49)	<u>Voting Requirement:</u> Directors will be elected by a plurality of the votes cast. This means that the director nominees who receive the greatest number of shares voted “For” their election are elected.	<u>Board Recommendation:</u> Our Board recommends a vote “For” each of the nominees named in this Proxy Statement. <u>Voting Choices:</u> • Vote “For All” nominees; • “Withhold All” votes for nominees; or • Vote “For All Except” a nominee.
<i>Proposal 2: Non-Binding Advisory Vote to Approve the Compensation of our Named Executive Officers in 2025</i> (see page 50)	<u>Voting Requirement:</u> Approval of this proposal will require the affirmative vote of holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on such matter at the meeting.	<u>Board Recommendation:</u> Our Board recommends a vote “For” this proposal. <u>Voting Choices:</u> • Vote “For” the compensation of our named executive officers; • Vote “Against” the compensation of our named executive officers; or • “Abstain” from voting.
<i>Proposal 3: Ratification of the Selection of Independent Auditor</i> (see page 51)	<u>Voting Requirement:</u> Approval of this proposal will require the affirmative vote of holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on such matter at the meeting.	<u>Board Recommendation:</u> Our Board recommends a vote “For” this proposal. <u>Voting Choices:</u> • Vote “For” the ratification; • Vote “Against” the ratification; or • “Abstain” from voting.

How do I vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record as of the Record Date, you may vote (1) online during the Annual Meeting or (2) in advance of the Annual Meeting by proxy through the internet, by telephone or by using a proxy card that you may request. Whether or not you plan to virtually attend the Annual Meeting, we urge you to vote by proxy to ensure your vote is counted. You may still virtually attend the Annual Meeting and vote online even if you have already voted by proxy.

- To vote online during the Annual Meeting, follow the provided instructions to join the Annual Meeting at www.virtualshareholdermeeting.com/AVPT2026, starting at **9:00 a.m., Eastern Time on Tuesday, May 5, 2026**. The webcast will open 15 minutes before the start of the Annual Meeting. You will need to enter the company number and control number from the Notice of Availability or the printed proxy card to log in to the virtual Annual Meeting and to participate, ask questions and vote during the Annual Meeting.
- To vote in advance of the Annual Meeting through the internet, go to www.proxyvote.com to complete an electronic proxy card. You will be asked to provide the company number and control number from the Notice of Availability or the printed proxy card. Your internet vote must be received by **11:59 p.m., Eastern Time on Monday, May 4, 2026**, to be counted.
- To vote in advance of the Annual Meeting by telephone, dial 1-800-579-1639 using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the Notice of Availability or the printed proxy card. Your telephone vote must be received by **11:59 p.m., Eastern Time on Monday, May 4, 2026**, to be counted.
- To vote in advance of the Annual Meeting using a printed proxy card that may be delivered to you, upon request, simply complete, sign and date the proxy card and return it promptly in the envelope provided. If you return your signed proxy card to us before the Annual Meeting, we will vote your shares as you direct.

Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If you are a beneficial owner of shares registered in the name of your broker, bank or other agent, you should have received a Notice of Availability containing voting instructions from that organization rather than from AvePoint. Simply follow the voting instructions in the Notice of Availability to ensure that your vote is counted. To vote online at the Annual Meeting, you must obtain a valid proxy from your broker, bank or other agent. Follow the instructions from your broker, bank or other agent included with your Proxy Materials, or contact your broker, bank or other agent to request a proxy form.

Internet proxy voting may be provided to allow you to vote your shares online, with procedures designed to ensure the authenticity and correctness of your proxy vote instructions. However, please be aware that you must bear any costs associated with your internet access, such as usage charges from internet access providers and telephone companies.

How many votes do I have?

On each matter to be voted upon, you have one vote for each share of common stock you own as of the Record Date.

What happens if I do not vote?

Stockholder of Record: Shares Registered in Your Name

If you are a stockholder of record and do not vote by completing your proxy card, through the internet, by telephone or online at the Annual Meeting, your shares will not be voted.



Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If you are a beneficial owner and do not instruct your broker, bank or other agent how to vote your shares, the question of whether your broker or nominee will still be able to vote your shares depends on whether the particular proposal is deemed to be a “routine” matter. Brokers and nominees can use their discretion to vote “uninstructed” shares with respect to matters that are considered to be “routine,” but not with respect to “non-routine” matters. Under applicable rules and interpretations, “non-routine” matters are matters that may substantially affect the rights or privileges of stockholders, such as mergers, stockholder proposals, elections of directors (even if not contested), executive compensation (including any advisory stockholder votes on executive compensation), and certain corporate governance proposals, even if management-supported. Only the ratification of the selection of Deloitte as our independent registered public accounting firm for the fiscal year ended December 31, 2026, is considered a “routine” matter for which brokers, banks or other nominees may vote uninstructed shares. The other proposals to be voted on at the Annual Meeting are not considered “routine,” so your broker, bank or other nominee cannot vote your shares on any of these other proposals unless you provide to your broker, bank or other nominee voting instructions for each of these matters. If you do not provide voting instructions on a non-routine matter, your shares will not be voted on that matter, which is referred to as a “broker non-vote.” It is, therefore, important that you vote your shares.

What if I return a proxy card or otherwise vote but do not make specific choices?

If you return a signed and dated proxy card or otherwise vote without marking voting selections, your shares will be voted, as applicable, “For” the election of the nominees for director, “For” the say-on-pay proposal and “For” the ratification of selection of Deloitte as our independent registered public accounting firm for the fiscal year ending December 31, 2026. If any other matter is properly presented at the Annual Meeting, your proxyholder (one of the individuals named on your proxy card) will vote your shares using their best judgment.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to the Proxy Materials, our directors and employees may also solicit proxies in person or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokers, banks and other agents for the cost of forwarding the Proxy Materials to beneficial owners. In addition, we have retained Broadridge Financial Solutions, Inc. to assist in the mailing, collection and administration of the Proxy Materials.

What does it mean if I receive more than one Notice of Availability?

If you receive more than one Notice of Availability, your shares may be registered in more than one name or in different accounts. Please follow the voting instructions on each of the Notices of Availability you receive to ensure that all of your shares are voted.

Can I change my vote after submitting my proxy?

Stockholder of Record: Shares Registered in Your Name

Yes. You can revoke your proxy at any time before the final vote at the Annual Meeting. If you are the record holder of your shares, you may revoke your proxy in any one of the following ways:

- You may submit another properly completed proxy card with a later date.
- You may grant a subsequent proxy by telephone or through the internet.
- You may send a timely written notice that you are revoking your proxy to our Secretary at AvePoint, Inc., 901 East Byrd Street, Ste. 900, Richmond, VA 23219.
- You may virtually attend the Annual Meeting and vote online. Simply attending the meeting will not, by itself, revoke your proxy.

Your most current proxy card or telephone or internet proxy is the one that is counted.



Beneficial Owner: Shares Registered in the Name of a Broker or Bank

If your shares are held by your broker, bank or other agent, you should follow the instructions provided by your broker, bank or other agent regarding changing or revoking your proxy.

How are votes counted?

Votes will be counted by the inspector of election appointed for the Annual Meeting.

What are “broker non-votes”?

As discussed above, when a beneficial owner of shares held in “street name” does not give voting instructions to their broker, bank or other agent holding their shares as to how to vote on matters deemed to be “non-routine,” the broker, bank or other such agent cannot vote the shares. These unvoted shares are counted as “broker non-votes.”

As a reminder, if you are a beneficial owner of shares held in "street name", in order to ensure your shares are voted in the way you would prefer, you must provide voting instructions to your broker, bank or other agent by the deadline provided in the materials you receive from your broker, bank or other agent.

What is the quorum requirement?

A quorum of stockholders is necessary to hold a valid meeting. A quorum will be present if stockholders holding at least a majority of the voting power of the outstanding shares entitled to vote are present at the Annual Meeting by virtual attendance or represented by proxy. On the Record Date, there were 215,958,712 shares outstanding and entitled to vote. Thus, the holders of 107,979,357 shares must be present at the Annual Meeting by virtual attendance or represented by proxy to have a quorum.

Your shares will be counted towards the quorum only if you submit a valid proxy, or one is submitted on your behalf by your broker, bank or other agent, or if you vote online at the Annual Meeting. Abstentions and withholds will be counted towards the quorum requirement. Broker non-votes that are not voted on any matter will not be included in determining whether a quorum is present. If there is no quorum, the stockholders entitled to vote at the Annual Meeting by virtual attendance or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the Annual Meeting, until a quorum shall be present or represented. At such adjourned Annual Meeting at which a quorum shall be present or represented, any business may be transacted that might have been transacted at the Annual Meeting as originally notified. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned Annual Meeting shall be given to each stockholder of record entitled to vote at the Annual Meeting.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a current report on Form 8-K that we expect to file within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

Can I examine the list of stockholders as of the Record Date?

Stockholders at the close of business on the Record Date may examine a list of stockholders as of the Record Date for any purpose germane to the Annual Meeting for ten days preceding the Annual Meeting, at our offices at 901 East Byrd Street, Ste. 900, Richmond, Virginia 23219. If you would like to view the stockholder list, please contact our Investor Relations Department at ir@avepoint.com.



When are stockholder proposals and director nominations due for next year's annual meeting?

Proposals Pursuant to Rule 14a-8: For any proposal to be considered for inclusion in our proxy statement and form of proxy for submission to the stockholders at an annual meeting, it must be submitted by the stockholder in writing to our Secretary at AvePoint, Inc., 901 East Byrd Street, Ste. 900, Richmond, VA 23219 and comply with the requirements of Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”). Proposals submitted in accordance with Rule 14a-8 of the Exchange Act for inclusion in our proxy statement for the 2027 Annual Meeting of Stockholders must be received by our Secretary no later than November 13, 2026.

Nominations or Other Proposals Under Our Bylaws: Our Bylaws also set forth the procedures that a stockholder must follow to nominate a candidate for election as a director or to propose other business for consideration at stockholder meetings, in each case, not submitted under Rule 14a-8 of the Exchange Act. In each case, notices of a nomination or proposal must be delivered to us not less than 90 days and not more than 120 days prior to the first anniversary of the preceding year's annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder to be timely must be so received not earlier than the close of business on the 120th day before the meeting and not later than the later of (x) the close of business on the 90th day before the meeting or (y) the close of business on the 10th day following the day on which public announcement of the date of the annual meeting is first made by us. Accordingly, to be timely for the 2027 Annual Meeting of Stockholders, a stockholder's notice must be delivered to or mailed and received by our Secretary not earlier than January 5, 2027, and not later than February 4, 2027.

Delivery of Documents to Stockholders Sharing an Address

If you and other residents at your mailing address own common stock through a broker or bank in “street name,” your broker or bank may have sent you a notice that your household will receive only one Annual Report to Stockholders and Proxy Statement or a Notice of Availability indicating Proxy Materials are available on the internet for each company in which you hold shares through that broker or bank. The practice of sending only one copy of an Annual Report to Stockholders and Proxy Statement or a Notice of Availability is known as “householding.” If you did not respond that you did not want to participate in householding, you were deemed to have consented to the process. If the foregoing procedures apply to you, your broker has sent one copy of the Notice of Availability to your address. You may revoke your consent to householding at any time by sending your name, the name of your brokerage firm, and your account number to Broadridge, Household Department, 51 Mercedes Way, Edgewood, New Jersey 11717 (telephone number: 1-800-542-1061). In any event, if you did not receive an individual copy of AvePoint's Annual Report to Stockholders or this Proxy Statement, and wish to do so, AvePoint will send a copy to you if you address your written request to AvePoint, Inc., 901 East Byrd Street, Ste. 900, Richmond, Virginia 23219, Attention: Secretary. If you are receiving multiple copies of the Annual Report and Proxy Statement or Notice of Availability, you can request householding by contacting AvePoint in the same manner. The Company encourages you to participate in this program. It will reduce the volume of duplicate information received at your household, as well as reduce AvePoint's expense.



Security Ownership

The following table presents, as of the Record Date, information based upon AvePoint's records and filings with the SEC regarding beneficial ownership of its common stock by the following persons:

- each stockholder known to AvePoint to be the beneficial owner of more than 5% of the outstanding shares of common stock;
- each director and each nominee to the Board;
- each executive officer of AvePoint named in the "Summary Compensation Table" following the "Compensation Discussion and Analysis" section of this Proxy Statement; and
- all directors and executive officers of AvePoint as a group.

As of the Record Date, there were 215,958,712 shares of our common stock outstanding. Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if they possess sole or shared voting or investment power over that security, including stock options and restricted stock units ("RSUs") that are currently exercisable or exercisable within 60 days.

This table is based upon information supplied by officers, directors and principal stockholders and Schedules 13G or 13D filed with the SEC. Unless otherwise indicated in the footnotes to this table and subject to community property laws where applicable, we believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them. The beneficial ownership numbers and percentages set forth in the table below are based on 215,958,712 shares of common stock issued and outstanding as of the Record Date, *plus* the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after the Record Date.

Name of Beneficial Owner ⁽¹⁾	Amount and Nature of Beneficial Ownership	Percent of Class ⁽²⁾
5% or Greater Stockholders:		
65 Equity Partners 501 Orchard Road, #11-01, Wheelock Place, Singapore 238880	19,910,510 (3)	9.22%
The Vanguard Group, Inc. 100 Vanguard Boulevard, Malvern, PA 19355	14,517,907 (4)	6.72%
BlackRock, Inc. 50 Hudson Yards, New York, NY 10001	11,041,268 (5)	5.11%
	45,469,685	21.05%
Executive Officers and Directors:		
Xunkai Gong	20,438,816 (6)	9.46%
Tianyi Jiang	19,958,555 (7)	9.24%
John Ho	3,722,935 (8)	1.72%
Brian Michael Brown	2,662,956 (9)	1.23%
Jeff Epstein	1,157,891 (10)	0.54%
Jeff Teper	573,821 (11)	0.27%
James Caci	335,823 (12)	0.16%
Janet Schijns	89,801 (13)	0.04%
All executive officers and directors as a group (8 persons) (14)	48,940,598	22.66%

- (1) Unless otherwise indicated, the business address of each of the directors, executive officers and 5% or greater stockholders of the Company is C/O AvePoint, Inc., 901 East Byrd Street, Ste. 900, Richmond, VA 23219.
- (2) The percentage of beneficial ownership as to any person as of the Record Date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after the Record Date, by the sum of the number of shares outstanding as of the Record Date plus the number of shares as to which such person has the right to acquire voting or investment power as of or within 60 days after the Record Date. Consequently, the denominator used for calculating such percentage may be different for each beneficial owner. Except as otherwise indicated below and under applicable community property laws, the Company believes that the beneficial owners of the Company's common stock listed in the table have sole voting and investment power with respect to the shares shown. In all cases, stock options and RSUs that are not scheduled to vest as of or within 60 days after the Ownership Date are excluded from this calculation.
- (3) Consists of 19,910,510 shares of common stock pursuant to the Schedule 13G filed with the SEC on November 13, 2025, disclosing the number of shares as of September 30, 2025. Such report provides that beneficial ownership of these shares is shared equally by Anchor IV Pte. Ltd., Anchor @ 65 Equity Pte. Ltd., Anchor Fund @ 65 Limited Partnership, Anchor GP Pte. Ltd., 65EP Investment IV Pte. Ltd., 65EP Investments Pte. Ltd., 65 Equity Partners Management (Singapore) Pte. Ltd., 65 Equity Partners Management Pte. Ltd., 65 Equity Partners Group Pte. Ltd., and 65 Equity Partners Pte Ltd. (collectively, "**65 Equity Partners**").
- (4) Consists of 14,517,907 shares of common stock pursuant to Amendment No. 1 to the Schedule 13G filed with the SEC on February 13, 2024, disclosing the number of shares as of December 29, 2023. Such report provides that The Vanguard Group, Inc. ("**Vanguard**") is the beneficial owner, in aggregate, of 14,517,907 shares of common stock, with sole dispositive power over 14,160,128 of such shares and shared dispositive power over 357,779 of such shares and with sole power to vote zero of such shares and shared power to vote 270,033 of such shares. Pursuant to the Form 13-F filed with the SEC on January 29, 2026, disclosing the number of shares as of December 31, 2025, Vanguard has investment discretion over 17,404,543 shares of common stock.
- (5) Consists of 11,041,268 shares of common stock pursuant to the Schedule 13G filed with the SEC on January 29, 2024, disclosing the number of shares as of December 31, 2023. Such report provides that BlackRock, Inc. ("**BlackRock**") is the beneficial owner of 11,041,268 shares of common stock, with sole dispositive power over 11,041,026 of such shares and shared dispositive power over zero of such shares and with sole power to vote zero of such shares and shared power to vote 270,033 of such shares. Pursuant to the Form 13-F filed with the SEC on February 12, 2026, disclosing the number of shares as of December 31, 2025, BlackRock has investment discretion over 11,996,676 shares of common stock.
- (6) Consists of (i) 15,450,353 shares of common stock, (ii) 4,969,101 shares of common stock underlying options exercisable within 60 days of the Record Date and (iii) 19,362 shares of common stock issuable pursuant to the vesting of RSUs within 60 days of the Record Date. The 15,450,353 shares include (i) 529,685 shares held by Mr. Gong, (ii) 3,965,953 shares held by Mr. Gong's affiliate Giocosio Holdings LLC, (iii) 459,929 shares held by Mr. Gong's affiliate Cadenza Holdings LLC, (iv) 170,465 shares held by Mr. Gong's affiliate Vivace Holdings LLC, each of which Mr. Gong may be deemed to beneficially own, (v) 2,011,112 shares held by The Purple Harbor Trust, for which Mr. Gong is the trustee, (vi) 2,011,112 shares held by The Purple Cove Trust, for which Mr. Gong is the trustee, and (vii) 6,302,097 shares held by G Sonata Trust, for which Mr. Gong is the trustee. Mr. Gong holds sole voting and dispositive power with respect to the shares held of record by each trust.

- (7) Consists of (i) 17,333,396 shares of common stock, (ii) 2,605,797 shares of common stock issuable pursuant to options exercisable within 60 days of the Record Date and (iii) 19,362 shares of common stock issuable pursuant to the vesting of RSUs within 60 days of the Record Date. The 17,333,396 shares include (i) 1,948,764 shares held by Dr. Jiang, (ii) 4,210,836 shares held by Dr. Jiang's affiliate River Valley Ltd., (iii) 2,678,631 shares held by Red Kite LLC, each of which Dr. Jiang may be deemed to beneficially own, (iv) 837,060 shares held by Capella 2022 GRAT II, for each of which Dr. Jiang is the trustee, (v) 3,338,392 shares held by the Capella 2023 GRAT, (vi) 2,888,135 shares held by Capella 2024 GRAT, (vii) 1,259,578 shares held by Capella 2024 GRAT II, and (viii) 172,000 shares held by Dr. Jiang's spouse.
- (8) Consists of (i) 96,655 shares of common stock held by Mr. Ho and (ii) 3,626,280 shares of common stock held by Mr. Ho's affiliate, Balmoral Blue Limited. Mr. Ho and his wife, Anita Hong, may be deemed to beneficially own the shares held by Balmoral Blue Limited.
- (9) Consists of (i) 421,812 shares of common stock, (ii) 2,209,982 shares of common stock issuable pursuant to options exercisable within 60 days of the Record Date and (iii) 31,162 shares of common stock issuable pursuant to the vesting of RSUs within 60 days of the Record Date. The 421,812 shares include (i) 417,372 shares held by Mr. Brown and (ii) 4,440 shares held by Mr. Brown's affiliate Zenaba, LLC.
- (10) Consists of 1,157,891 shares of common stock.
- (11) Consists of (i) 309,561 shares of common stock and (ii) 264,260 shares of common stock issuable pursuant to options exercisable within 60 days of the Record Date.
- (12) Consists of (i) 99,064 shares of common stock, (ii) 188,454 shares of common stock issuable pursuant to options exercisable within 60 days of the Record Date and (iii) 48,305 shares of common stock issuable pursuant to the vesting of RSUs within 60 days of the Record Date.
- (13) Consists of 89,801 shares of common stock.
- (14) The shares of common stock shown as beneficially owned by all directors and executive officers as a group include a total of 10,355,785 RSUs and stock options they have the right to exercise as of or within 60 days after the Record Date and exclude 3,019,717 RSUs and stock options that are not scheduled to vest as of or within 60 days after the Record Date.



Information About the Meeting and Security Ownership	Corporate Governance	Named Executive Officers	Pay Versus Performance Disclosure	Audit Committee Matters	Proposals to be Voted on During the Meeting
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Board of Directors

The Board currently consists of seven (7) directors and has three standing committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. During AvePoint's 2025 fiscal year, the Board held six (6) meetings, the Audit Committee held four (4) meetings, the Compensation Committee held four (4) meetings, and the Nominating and Corporate Governance Committee held four (4) meetings. During 2025, each director attended at least 75% of the aggregate of the total number of meetings of the Board and of each committee of the Board on which such director served.

The following table provides summary information about each director.

Director Occupation	Age	Director Since	Board Independent	Other Public Boards	Committee Memberships			Up for Re- Election
					AC(1)	CC(2)	NCGC(3)	
Xunkai Gong Executive Chairman, <i>AvePoint, Inc.</i>	63	2001	No	0	-	-	-	No
Tianyi Jiang Chief Executive Officer, <i>AvePoint, Inc.</i>	51	2005	No	0	-	-	-	No
Brian M. Brown Chief Legal and Compliance Officer, and Secretary, <i>AvePoint, Inc.</i>	53	2008	No	0	-	-	-	Yes
Jeff Epstein Operating Partner, <i>Bessemer Venture Partners</i>	69	2021	Yes	3	-	Chair	Member	Yes
Jeff Teper Lead Independent Director, <i>AvePoint, Inc.</i> President, <i>Microsoft Inc.</i>	61	2014	Yes	1	Member	Member	Chair	No
John Ho Founder and Chief Industrialist, <i>Anchor Partners</i>	49	2021	Yes	1	Chair, Financial Expert	-	-	Yes
Janet Schijns Chief Executive Officer and Co- Founder, <i>JS Group</i>	63	2022	Yes	0	Member	Member	Member	No

(1) Audit Committee of the Board.

(2) Compensation Committee of the Board.

(3) Nominating and Corporate Governance Committee of the Board.

It is AvePoint's policy that all directors should attend annual meetings of AvePoint's stockholders. All directors attended the 2025 Annual Meeting of Stockholders. In determining whether to recommend a director for re-election, the Nominating and Corporate Governance Committee considers the director's participation in and contributions to the activities of the Board. The guidelines for the annual Board evaluation, meeting attendance, and the other criteria for Board membership are described in the Board's Corporate Governance Guidelines, available at <https://www.avepoint.com/ir/governance/governance-documents>.



Each director is encouraged to be involved in continuing director education on an ongoing basis to enable them to better perform their duties and to recognize and appropriately address issues that arise. Board members are encouraged to attend seminars, conferences, and other continuing education programs designed especially for directors of public companies, including, but not limited to, accredited director education programs.

Information About Nominees and Continuing Directors

Biographical information concerning each of the nominees and each of the directors continuing in office is presented below.

Directors in Class I Whose Terms Expire in 2028

Director	Age	Director Since
Tianyi Jiang	51	2005
Janet Schijns	63	2022



Tianyi Jiang has served as our Chief Executive Officer and a director of our Board since July of 2021. Prior to that, Dr. Jiang served as our predecessor company's Co-Chief Executive Officer alongside Mr. Gong from 2008 to 2021 and as a director from 2005 to 2021. Dr. Jiang holds doctorate and master's degrees in data mining from New York University in addition to a bachelor's degree and master's degree in Electrical and Computer Engineering from Cornell University. We believe Dr. Jiang is qualified to serve as a member of the Board because of his executive leadership experience and extensive experience in the fields of cloud computing and SaaS.



Janet Schijns has served as a director of our Board since 2022. She is the Chief Executive Officer and Co-Founder of JS Group, a go to market consultancy dedicated to achieving results in the technology channel. She is the founder of the #digitalnormal movement in the industry driving profitable change in the partner community. She was formerly Executive Vice President and Chief Merchant and Services Officer at Office Depot, where she led a major transformation to drive traction in services, generating recurring revenue from higher margin solutions. Prior to that, she was the Chief Channel Executive, Chief Marketing Technologist and led business products for Verizon Business. Additionally, Ms. Schijns led the channel organization for Motorola Enterprise and Government and is a noted and admired industry expert regularly appearing on the main stage at a variety of events. Additionally, Ms. Schijns currently serves on the board of directors for Ziro and Axxess Networks. We believe Ms. Schijns is qualified to serve as a member of the Board because of her extensive expertise with SaaS channel organizations.

Directors For Election into Class II at the 2026 Annual Meeting of Stockholders

Director	Age	Director Since
Brian Michael Brown	53	2008
Jeff Epstein	69	2021
John Ho	49	2021



Brian Michael Brown has served as our Chief Legal and Compliance Officer, Secretary and a director of our Board since July of 2021. Prior to that, Mr. Brown served as our predecessor company's Chief Operating Officer and General Counsel from 2004 to 2021 and director from 2008 to 2021. Mr. Brown previously practiced law with the firm of McGuireWoods LLP for many years. Mr. Brown holds a bachelor's degree from the University of Michigan, a master's degree from Liberty University and a Juris Doctor from Michigan State University. We believe Mr. Brown is qualified to serve as a member of the Board because of his executive leadership experience, extensive legal background, familiarity with SaaS company operations and acumen with respect to international entity formation and legal operations.



Jeff Epstein has served as a director of our Board since July of 2021. Since 2011, Mr. Epstein has been an operating partner with Bessemer Venture Partners, a venture capital firm. From 2008 to 2011, Mr. Epstein was Executive Vice President and Chief Financial Officer of Oracle Corporation (NYSE: ORCL), a global technology company. Prior to joining Oracle, he served as Chief Financial Officer of several public and private companies, including DoubleClick (sold to Google), King World Productions (sold to CBS) and Nielsen's Media Measurement and Information Group. Earlier in his career, he was an investment banker at The First Boston Corporation. Mr. Epstein is a lecturer at Stanford University. He serves on the boards of directors of Twilio, Okta and Autodesk. Within the last five years he previously served on the boards of directors of Booking Holdings (from 2003 to 2021), Shutterstock (from 2012 to 2021), Poshmark (from 2018 to 2023), Kaiser Permanente (from 2013 to 2025), a non-profit healthcare company, and Couchbase (from 2015 to 2025). Mr. Epstein holds an MBA from the Stanford University Graduate School of Business and a bachelor's degree from Yale College. We believe Mr. Epstein is qualified to serve as a member of the Board because of his extensive industry and financial experience.



John Ho has served as a director of our Board since July of 2021. Since 2009, Mr. Ho has served as founder and Chief Industrialist Investor of Janchor Partners. Since January 2018, Mr. Ho has served as a non-executive director for Vocus Group Limited, a telecommunications company listed on the ASX. From April 2017 to December 2019, he served as chairman of the board of directors of Bellamy's Organic, an organic infant milk formula and baby food company listed on the ASX. From July 2014 to July 2019, he served as deputy chairman, listing committee for the Hong Kong Exchanges and Clearing Limited. He currently serves on the board of directors of Incitec Pivot limited. Mr. Ho received a Bachelor of Science degree in mathematics and a bachelor of commerce degree in finance from The University of New South Wales in Sydney, Australia. We believe Mr. Ho is qualified to serve as a member of the Board because of his financial experience and as a director of public companies.

Directors in Class III Whose Terms Expire in 2027

Director	Age	Director Since
Xunkai Gong	63	2001
Jeff Teper	61	2014



Xunkai Gong has served as our Executive Chairman and a director of our Board since July of 2021. Prior to that, Mr. Gong served as our predecessor company's Chairman and Co-Chief Executive Officer alongside Dr. Jiang from 2008 to 2021, Chief Executive Officer since its incorporation in 2001 and director from 2001 to 2021. Mr. Gong holds a master's degree in computer engineering from the University of Chinese Academy of Sciences, a master's degree in computer science from Southern University and Agricultural and Mechanical College at Baton Rouge, and a bachelor's degree in electrical and electronics engineering from Dalian University of Technology. We believe Mr. Gong is qualified to serve as a member of the Board due to his technical experience and leadership of AvePoint since its inception.



Jeff Teper has served as a director of our Board since July of 2021 and, prior to that time, as a member of the Board of Directors of our predecessor company since December 2014. Mr. Teper currently serves as the Company's Lead Independent Director, has worked at Microsoft Corporation since March 1992 and currently holds the title President, Microsoft 365 Collaborative Apps and Platforms. He holds an MBA from Harvard Business School and a bachelor's degree from New York University. We believe Mr. Teper is qualified to serve as a member of the Board because of his executive leadership and industry experience and extensive experience in the Microsoft ecosystem.

Board Diversity

The matrix below summarizes certain of the key experiences, qualifications, skills, and attributes that our directors bring to the Board to enable effective oversight. The matrix is intended to provide a summary of our directors' qualifications and is not meant to be a complete list of each directors' strengths or contributions to the Board. Additional details on each director's experiences, qualifications, skills, and attributes are set forth in their respective biographies above.

	Gong	Jiang	Brown	Epstein	Teper	Ho	Schijns
Skills and Experience							
Executive Leadership	•	•	•	•	•	•	•
Financial and Accounting				•	•	•	•
Global Business	•	•	•	•		•	•
Software Technology	•	•	•	•		•	
Strategy and Innovation	•	•		•	•	•	•
Cybersecurity			•	•	•		•
Risk Management			•	•			
Service and Operations	•	•		•	•		•
Corporate Administration and Oversight			•	•		•	•
Ecosystems/Partnerships		•		•			•
Tenure and Independence							
Tenure (years) ⁽¹⁾	25	21	18	5	12	5	4
Independence (Y/N)	N	N	N	Y	Y	Y	Y

(1) Includes tenure as a member of the board of directors of our predecessor company.

Board Leadership Structure

The Board is currently led by an Executive Chairman, Mr. Gong (the “*Executive Chairman*”). The Board determined that Mr. Gong leading the Board was in the best interests of AvePoint and its stockholders because it allows AvePoint to benefit from Mr. Gong's significant experience and accumulated expertise in AvePoint's industry and AvePoint's internal policies, practices and procedures to effectively and expertly guide the Board. Mr. Gong's familiarity with AvePoint's executives reinforces that the Board and executives will operate with continuity and common purpose. The Board is further comprised of a Lead Independent Director (as defined below), an independent Audit Committee chairperson, an independent Compensation Committee chairperson, and an independent Nominating and Corporate Governance Committee chairperson. These independent positions align with AvePoint's corporate governance policies and practices and assure adequate independence of and oversight by the Board.

Director Independence

The Board has affirmatively determined that all of the current directors, other than Mr. Gong, who is AvePoint's Executive Chairman; Dr. Jiang, who is AvePoint's Chief Executive Officer; and Mr. Brown, who is AvePoint's Chief Legal and Compliance Officer and Secretary, are “independent” within the independence guidelines governing companies listed on the Nasdaq. Nasdaq Rule 5605 delineates the listing qualifications and requirements for a board of directors and committees, including the independence standards for board members. Nasdaq requires that a majority of the board of directors of a listed company be “independent” and further that all members of the audit, nominating and compensation committees be independent. Under Rule 5605, an “independent director” means a person other than an executive officer or employee of a company or any individual having a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In other words, the question of independence must ultimately be determined by the Board which must make an affirmative finding that a director is independent. As noted above, the Board has affirmatively determined that Mr. Epstein, Mr. Ho, Mr. Teper and Ms. Schijns are “independent” within the independence guidelines set forth in the applicable Nasdaq listing standards. However, the Nasdaq rules specify certain relationships that would disqualify a person from being considered independent. Stock ownership is not on the list and is not enough, without more, to preclude independence.



The independent members of the Board elected a “**Lead Independent Director**” to facilitate the Board’s oversight of management and promote communication between management and the Board. Mr. Teper is the Company’s currently elected Lead Independent Director.

Mr. Teper leverages his deep understanding of the business to evaluate the right strategic opportunities and identify key risks and mitigation approaches on behalf of the Board. As Lead Independent Director, Mr. Teper is responsible for (i) presiding at all meetings of the Board at which the Executive Chairman is not present, including executive sessions of the independent directors; (ii) acting as liaison between the independent directors and the CEO and Executive Chairman; (iii) presiding over meetings of the independent directors; (iv) consulting with the Executive Chairman in planning and setting schedules and agendas of Board meetings to be held during the year; and (v) performing such other functions as the Board may delegate.

The Board does not have a policy as to whether the chairman of the Board should be an independent director, an affiliated director, or a member of management. In the event the Board elects as its chairman a director who is not independent, the independent members of the Board shall also elect a Lead Independent Director.

Nasdaq Rule 5605 specifies that the following people cannot be considered independent:

- (i) a director who is, or at any time during the past three years was, employed by the company, provided however, interim employment of less than one year would not be a disqualifier as long as such employment had since terminated. In addition, employment by an entity that was later acquired by the company would not disqualify a director from being independent provided the former officer was not employed by the company after the acquisition;
- (ii) a director who accepted or who has a family member who accepted any compensation from the company in excess of \$120,000 during any period of twelve consecutive months within the three years preceding the determination of independence, other than: (a) compensation for board or board committee service; (b) compensation paid to a family member who is an employee but not an executive of the company; (c) benefits under a tax-qualified retirement plan, or non-discretionary compensation; or (d) compensation received while acting as an interim officer as long as such employment lasted for less than a year and has since terminated. Options received for services should be valued using a commonly accepted option pricing formula, such as the Black-Scholes or binomial model at the time of grant. The option value is considered a payment upon grant even if the option does not immediately vest or if there are conditions to vesting or exercise. This prohibition is meant to capture any compensation that directly benefits the director or family member and as such would include political contributions to a campaign by either. However, it is not meant to capture ordinary course business transactions such as interest on an arm’s-length loan;
- (iii) a director who is a family member of an individual who is, or at any time during the past three years was, employed by the company as an executive officer;
- (iv) a director who is, or has a family member who is, a partner in (other than limited partner), or a controlling shareholder or an executive officer of, any organization to which the company made, or from which the company received, payments for property or services in the current or any of the past three fiscal years that exceed 5% of the recipient’s consolidated gross revenues for that year, or \$200,000, whichever is more, other than the following: (a) payments arising solely from investments in the company’s securities; or (b) payments under non-discretionary charitable contribution matching programs;
- (v) a director of the company who is, or has a family member who is, employed as an executive officer of another entity where at any time during the past three years any of the executive officers of the company serve on the compensation committee of such other entity; or
- (vi) a director who is, or has a family member who is, a current partner of the company’s outside auditor, or was a partner or employee of the company’s outside auditor who worked on the company’s audit at any time during any of the past three years.

Reference to the “company” in Nasdaq Rule 5605 includes parents and subsidiaries or any other entities that the company consolidates financial statements with, including variable interest entities. Executive officer refers to any person covered by SEC Rule 16a-1(f) and in particular the company’s president, principal financial officer, principal accounting officer, any vice-present in charge of a principal business unit, division or function or any officer or person who performs a policymaking function, which can include officers of a parent or subsidiary.

Board Committees

To support effective corporate governance, our Board delegates certain responsibilities to its three standing committees:

- Audit Committee
- Compensation Committee
- Nominating and Corporate Governance Committee

Each committee reports on their activities to the Board and has the authority to engage legal counsel or other advisors or consultants as they deem appropriate to carry out their responsibilities. These committees play an important role in the governance and leadership of our Board and each is chaired by an independent director with significant business experience.

Audit Committee	Current Members John Ho, Chair and Financial Expert Jeff Teper Janet Schijns
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During 2025, the Audit Committee of the Board was composed of three non-employee directors who meet the independence and expertise requirements of the Nasdaq listing standards: Mr. Ho, who is the Audit Committee Chair, Mr. Teper, and Ms. Schijns. Pursuant to SEC rules, the Board has determined that Mr. Ho is the “audit committee financial expert,” as such term is defined for purposes of Item 407 of Regulation S-K promulgated by the SEC.

The Audit Committee operates under a written charter that is reviewed annually. The Audit Committee is responsible for engaging, overseeing, evaluating and replacing AvePoint’s independent registered public accounting firm, pre-approving all audit and non-audit services by the independent registered public accounting firm, reviewing the scope of the audit plan and the results of each audit with management and the independent registered public accounting firm, reviewing the internal audit function, reviewing the adequacy of AvePoint’s system of internal controls over financial reporting and disclosure controls and procedures, reviewing the financial statements and other financial information included in AvePoint’s annual and quarterly reports filed with the SEC, reviewing the efficacy of AvePoint’s information security and technology risks (including cybersecurity) and related policies and procedures, which include receiving quarterly reports from the Chief Legal and Compliance Officer who is tasked with monitoring cybersecurity risks, and exercising oversight with respect to AvePoint’s Code of Ethics and Business Conduct and other policies and procedures regarding adherence to legal requirements.

The Audit Committee has the authority to retain and terminate any third-party consultants and to obtain advice and assistance from internal and external legal, accounting and other advisers. The Audit Committee is authorized to delegate its authority to subcommittees as determined to be necessary or advisable. A current version of the Audit Committee charter is available on AvePoint’s website at <https://www.avepoint.com/ir/governance/governance-documents/default>.

Compensation Committee	Current Members Jeff Epstein, Chair Jeff Teper Janet Schijns
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During 2025, the Compensation Committee of the Board was composed of three non-employee directors who meet the independence requirements of the Nasdaq listing standards: Mr. Epstein, who is the Compensation Committee Chair, Mr. Teper, and Ms. Schijns.

The Compensation Committee operates under a written charter that is reviewed annually. The Compensation Committee is responsible for reviewing, determining and approving the compensation and benefits of AvePoint’s Executive Officers, including the Executive Chairman and the other executive officers named in the “*Summary Compensation Table*” following the “*Compensation Discussion and Analysis*” section of this Proxy Statement, or “named executive officers,” as well as other officers, and to administer AvePoint’s employee benefit programs, including its 2021 Equity Incentive Plan (the “**2021 Plan**”). In addition, the Compensation Committee is responsible for reviewing, adopting, amending and terminating incentive compensation and equity plans, severance agreements, profit sharing plans, bonus plans, change-of-control protections and any other compensatory arrangements for the executive officers and other senior management.

The Compensation Committee has the authority to retain and terminate any third-party compensation consultant and to obtain advice and assistance from internal and external accounting advisers. (See the “*Compensation Discussion and Analysis*” section of this Proxy Statement for information regarding the practices of the Compensation Committee, including the role of the officers and the Compensation Committee’s compensation consultant in determining or recommending the amount and form of compensation paid to the named executive officers.) The Compensation Committee is authorized to delegate its authority to subcommittees as determined to be necessary or advisable. A current version of the Compensation Committee charter is available on AvePoint’s website at <https://www.avepoint.com/ir/governance/governance-documents>.



Nominating and Corporate Governance Committee	Current Members Jeff Teper, Chair Jeff Epstein Janet Schijns
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During 2025, the Nominating and Corporate Governance Committee of the Board was composed of three non-employee directors who meet the independence requirements of the Nasdaq listing standards: Mr. Teper, who is the Nominating and Corporate Governance Committee Chair, Mr. Epstein, and Ms. Schijns.

The Nominating and Corporate Governance Committee operates under a written charter that is reviewed annually. The Nominating and Corporate Governance Committee is responsible for recommending candidates for election to the Board and for making recommendations to the Board regarding Board size and membership qualifications, Board committees, and corporate organization. In addition, the Nominating and Corporate Governance Committee is responsible for making recommendations to the Board regarding corporate governance guidelines and related matters, including enterprise risk management, privacy, cybersecurity, personal data security, and corporate social responsibility.

The Nominating and Corporate Governance Committee has the authority to retain and terminate any search firm engaged to identify director candidates, and to obtain advice and assistance from outside advisors, as it deems appropriate in its sole discretion. The Nominating and Corporate Governance Committee is authorized to delegate its authority to subcommittees as determined to be necessary or advisable. A current version of the Nominating and Corporate Governance Committee charter is available on AvePoint's website at <https://www.avepoint.com/ir/governance/governance-documents>.

Board Risk Oversight

The Board recognizes the importance of effective risk oversight in running a successful business and in fulfilling its fiduciary responsibilities to AvePoint and its stockholders. While the Executive Chairman, CEO and other members of the executive leadership team are responsible for the day-to-day management of risk, the Board is responsible for ensuring that an appropriate culture of risk management exists within AvePoint and for setting the right “tone at the top,” overseeing our aggregate risk profile, and assisting management in addressing specific risks, such as strategic and competitive risks, financial risks, brand and reputational risks, legal risks, regulatory risks, and operational risks.

The Board believes that its current leadership structure best facilitates its oversight of risk by combining independent leadership through independent board committees, majority independent board composition, and a Lead Independent Director, with an experienced Executive Chairman who has extensive knowledge of the business, history, and the complex challenges AvePoint faces. The Executive Chairman's in-depth understanding of these matters and involvement in the day-to-day management of AvePoint uniquely positions him to promptly identify and raise key business risks to the Board, call special meetings of the Board when necessary to address critical issues, and focus the Board's attention on areas of concern. In addition, the Lead Independent Director's extensive experience and understanding of the business positions him to evaluate the right strategic opportunities and identify the key risks and mitigation approaches for the Board's review. The Executive Chairman, Lead Independent Director, independent committee chairs and other directors also are experienced executives who can and do raise issues for the Board's consideration and review, and who are not hesitant to challenge management. The Board believes there is a well-functioning and effective balance between these parties, which enhances risk oversight.

The Board exercises its oversight responsibility for risk both directly and through its three standing committees. Throughout the year, the Board and each committee spend a portion of their time reviewing and discussing specific risk topics. The Board is kept informed of each committee's risk oversight and related activities through regular attendance at all committee meetings by all directors. Strategic, operational and competitive risks also are presented and discussed at the Board's quarterly meetings, and more often as needed. On at least an annual basis, the Board conducts a review of our long-term strategic plans and members of senior management report on our top risks and the steps management has taken or will take to mitigate these risks. At each quarterly meeting, or more often as necessary, the Chief Legal and Compliance Officer provides written and/or oral reports to the Board on the critical issues we face, and each officer reports on recent developments in their respective operating area. These reports include a discussion of business risks as well as a discussion regarding enterprise risk. In addition, at each quarterly meeting, or more often as necessary, the Chief Legal and Compliance Officer updates the Board on material legal and regulatory matters.

The Audit Committee is responsible for reviewing the framework by which management discusses our risk profile and risk exposures with the Board and its committees. The Audit Committee meets regularly with our Chief Financial Officer, Chief Legal and Compliance Officer, independent auditor and other members of senior management to discuss our major financial risk exposures, financial reporting, internal controls, credit and liquidity risk, compliance risk, and key operational risks. The Audit Committee meets regularly in separate executive sessions with the independent registered public accounting firm, as well as with committee members only, to facilitate a full and candid discussion of risk and other issues.



The Compensation Committee is responsible for overseeing human capital and compensation risks, including evaluating and assessing risks arising from our compensation policies and practices and ensuring executive compensation is aligned with performance. The Compensation Committee is also charged with monitoring our incentive and equity-based compensation plans, including employee benefit plans, reviewing and retaining compensation advisers, and considering the results of the non-binding advisory say-on-pay vote and determine what adjustments, if any, are necessary or appropriate for AvePoint to make to its compensation policies and practices in light of the results of such vote. The Compensation Committee meets regularly with the Chief Legal and Compliance Officer and Chief Operating Officer (“COO”) and other executive officers as well as in separate sessions with AvePoint’s external compensation consultant to facilitate a full and candid discussion of executive performance and compensation.

The Nominating and Corporate Governance Committee oversees risks related to our overall corporate governance, including Board and committee composition, Board size and structure, Board compensation, director independence, and our corporate governance profile and ratings. The Nominating and Corporate Governance Committee also is actively engaged in overseeing risks associated with succession planning for the Board and management.

Environmental, Social and Governance Matters

We recognize the importance of environmental, social and governance (“ESG”) matters and how they impact our customers, employees, community partners, and stockholders. We believe appropriately prioritizing ESG issues is an important component of corporate social responsibility and comprehensive fiscal management. In addition, we believe that strong ESG programs and practices are critical to attracting the best talent, executing on our corporate strategies, maintaining a robust supplier and channel partner base, and innovating to meet our consumers’ evolving expectations.

The disclosure below describes the goals of our ESG program to allow our stakeholders to be informed about our progress and future direction.

Environmental

Across our 32 offices, we strive to reduce our environmental footprint, operate more efficiently, and engage our personnel in social initiatives that directly impact their lives. To fulfill our aim of integrating environmental sustainability into everything we do, we have implemented numerous projects across our operations to limit our environmental impact, such as implementing paperless campaigns, the encouragement of recycling and elimination of paper products, the sourcing of office resources from sustainable sources, and the recycling of physical IT assets. In addition, we also strive to make operational decisions with attention to environmental impact and have LEED certified offices in the United States and maintain other energy certifications and maximization projects in our offices abroad.

As a software company, we were an early mover to transition from traditional on-premises software solutions to software-as-a-service and hybrid deployments. Not only does cloud computing help meet the needs of our customers, but it also has tremendous benefits to the environment, including greater energy efficiency, lower carbon emissions, and reduced carbon footprints. In furtherance of our goals to reduce unnecessary use, we review the data on the environmental impact of physical server providers and only use server providers who publish such data.

Social

As a global company, we have a tremendous opportunity - and responsibility - to do good. We strive to exemplify our core values of agility, passion and teamwork every day to ensure the success of our colleagues, customers, partners, and stakeholders as well as make a positive impact in the communities where we live and work. To do this, we are committed to creating and empowering access to a variety of opportunities as described below.

Our organization employs talent from many different backgrounds, experiences, and cultures. Through our employee resource groups, and internal mobility opportunities across the countries in which we operate, we continue to foster a workforce that represents the diversity of our customers and communities. AvePoint employee resource groups regularly host events for our people to connect and engage with each other, learn from experts and support diverse communities throughout the year.

Supporting Agents of Change: Our Talent

We are committed to investing in our people and nurturing a growth mindset across our organization. Our talent development philosophy builds upon the idea that business growth and success come from a culture of collaboration and creativity, and that our people should feel empowered to craft their careers, make an impact, and own their futures. Our portfolio of learning and development programs equips our leaders and managers with the skills and confidence to lead high-performing teams, and supports our individual contributors with the tools and resources to contribute impactfully in their roles from the moment they join AvePoint.



Responsible Use of Artificial Intelligence

At AvePoint, we recognize that AI continues to rapidly transform the business landscape. As such, we are committed to the safe, ethical, and responsible use of AI both within our company and for the broader technology industry. We have implemented robust training, policies, and procedures to ensure our employees are educated on the responsible use of AI. Further demonstrating our commitment, AvePoint is a founding member of the AI Trust Foundation, a non-profit membership organization designed to be the leading voice for promoting beneficial AI through education and outreach at all levels of society. Through internal governance and external collaboration, we aim to set the standard for acceptable and responsible use of AI.

In 2024, AvePoint implemented a board-approved Responsible AI Charter, to establish a set of guidelines and principles for the responsible and ethical use, development, and deployment of AI within our organization, and to ensure consistency with similar company AI policies and practices, particularly data privacy and confidentiality protections. This Responsible AI Charter is a key component of AvePoint's commitment to ensuring that AI is developed and deployed in a way that respects human values, rights, and dignity. AvePoint, as a leader in cloud data management and governance, recognizes its responsibility to use AI in an ethical and responsible manner.

Corporate Governance

Social Responsibility Support from the Top

At AvePoint, our corporate governance practices support our core values of agility, passion, and teamwork. These practices provide a framework for the proper operation of our company, consistent with our stockholders' best interests and the requirements of law.

We are committed to managing our affairs consistent with the highest principles of business ethics and with the corporate governance requirements of both Nasdaq and applicable law. In keeping with these principles:

- A majority of our Board members are independent of AvePoint and its management;
- All members of our three Board committees—the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee—are independent of AvePoint and its management;
- We have a transparent and publicly available Code of Ethics and Business Conduct that outlines our corporate policies to which all employees, officers and directors must adhere;
- We have a corporate compliance training program which requires and monitors trainings given on an annual basis; and
- The charters of our Board committees clearly establish their respective roles and responsibilities.

Management of Corporate Governance Resources

In 2025, we continued taking significant steps to reinforce our commitment to corporate governance and ethical practices, aligning with our strategic priorities. We completed our yearly review of all corporate governance policies, seeking to ensure they are in line with current industry standards, regulatory requirements and our values, and address emerging issues. Our extensive list of corporate policies is publicly available on our website at the following designated web address: <https://www.avepoint.com/ir/governance/governance-documents>. We strive to continue to demonstrate transparency and accountability, fostering trust and confidence among investors, customers, and the broader community.

Our ongoing initiatives in 2025 underscored our commitment to robust corporate governance, ethical business practices, and employee empowerment. As a result of our continued process improvements, we again received an ESG Prime Label from Institutional Shareholder Services (ISS) meaning our common stock will qualify for responsible investment based on our improved score on their ESG Corporate Rating Report. By proactively reviewing, updating, and communicating our policies, we demonstrated our dedication to transparency, accountability, and responsible stewardship in pursuit of its strategic objectives.



Earning the World's Trust

As a global company which is responsible to employees, stockholders and customers, our vision for AvePoint is to build an environment in which we earn trust and confidence every day through enabling collaboration and innovation through our commitment to privacy, security, and transparency.

Commitment to powering proactive data security programs

We understand the importance of security and operational risk management and are committed to providing organizations with relevant metrics which help them make decisions that are proactive rather than reactive. When done in conjunction with policies, education and measurement, organizations can balance collaboration and transparency with data protection and privacy. We seek to earn trust not just with robust security and privacy practices, but with the way we operate and organize our business.

Aligning to clear privacy principles

We have a policy of transparency regarding our data collection, use, retention and sharing practices. It is our commitment to implement appropriate technical security measures to protect all AvePoint stakeholders and manage third party risk. We use this foundation and discipline to develop market-leading privacy and security products and deliver world class customer service. Our software, processes and services have obtained industry-leading security and privacy certifications.

We have obtained three ISO certifications that attest to our compliance with the highest standards of information security and privacy. These certifications are based on the ISO 27001, ISO 27017, and ISO 27701 standards, which cover the requirements for an information security management system (ISMS), cloud security, and privacy information management system (PIMS), respectively. Further attestations include SOC 2 Type II, compliance with HITRUST CSF v11.0.1., Information Security Registered Assessors (IRAP) Program, FedRAMP, and more.

Our achievement of these certifications and attestations showcases our dedication to protecting personal data and complying with privacy regulations. This certification solidifies our position as a trusted partner for organizations seeking robust privacy information management systems. By adopting ISO standards, we empower businesses to navigate privacy requirements across jurisdictions effectively, ensuring the security of sensitive information and fostering trust in the digital realm.

We also seek to align our supply chain to similar standards of privacy and security. To that end, we have implemented a rigorous program to assess the privacy and security policies and procedures of our own vendors and suppliers so that our stakeholders receive a consistent approach to privacy and security matters.

Advancing cybersecurity

Cybersecurity is a central challenge for companies around the world as they continue on the digital transformation. Ransomware attacks have become one of the top security threats for organizations, especially as increased collaboration can lead to more vulnerabilities. The cost to recover stolen data can be millions of dollars, in addition to substantial reputational damage. AvePoint Ransomware Detection, and its Ransomware Warranty for MSPs, which primarily serves small business clients, gives assurance that companies will be protected.

Strengthening our offerings by first strengthening ourselves

We have built a resilient, scalable and secure IT environment by investing in complementary industry leading technology and security solutions, in addition to utilizing our own software platform. In addition, we have built a corporate culture in which privacy and security are enablers of productivity, collaboration and trust; we balance the free flow of information with the risk of inappropriate access and/or disclosure; and we implement a risk-based approach to privacy and security that will allow us to maintain not only legal and regulatory compliance in the jurisdictions in which we operate, but also to facilitate business and innovation at AvePoint.

Commitment to accessibility for all

We understand that technology is an enabler so long as it is accessible and available to persons with varying abilities or personal preferences. AvePoint is committed to developing accessible technology as we value diverse experiences, backgrounds and perspectives among our employees, and across our customers and partners, and see them as a competitive advantage.



Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is or has been an officer or employee of AvePoint or any subsidiary of AvePoint. There are no interlock relationships as defined in applicable SEC rules. None of our executive officers currently serve, or have served during the last completed fiscal year, on the compensation committee or board of any other entity that has one or more executive officers that serve as a member of the board or compensation committee.

Director Nomination Policy

The Board has, by resolution, adopted a director nominations policy (the “*nominations policy*”). The purpose of the nominations policy is to set forth the process by which candidates for directors are selected. The nominations policy is administered by the Nominating and Corporate Governance Committee of the Board.

The Board does not currently prescribe any minimum qualifications for director candidates. Consistent with the criteria for the selection of directors approved by the Board, the Nominating and Corporate Governance Committee will take into account AvePoint’s current needs and the qualities needed for Board service, including experience and achievement in business, finance, technology or other areas relevant to AvePoint’s activities; reputation, ethical character and maturity of judgment; diversity of viewpoints, backgrounds and experiences; absence of conflicts of interest that might impede the proper performance of the responsibilities of a director; independence under SEC and Nasdaq rules; service on other boards of directors; sufficient time to devote to Board matters; ability to work effectively and collegially with other Board members; and diversity. In considering the diversity of candidates, the Nominating and Corporate Governance Committee considers an individual’s background, professional experience, education and skill, race, gender and/or national origin. In the case of incumbent directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee will review such directors’ overall service to AvePoint during their term, including the number of meetings attended, level of participation, quality of performance and any transactions by such directors with AvePoint during their term. For those potential new director candidates who appear upon initial consideration to meet the Board’s selection criteria, the Nominating and Corporate Governance Committee will conduct appropriate inquiries into their background and qualifications and, depending on the result of such inquiries, arrange for in-person meetings with the potential candidates.

The Nominating and Corporate Governance Committee may use multiple sources for identifying director candidates, including its own contacts and referrals from other directors, members of management, and AvePoint’s advisers. The Nominating and Corporate Governance Committee has used in the past, and may use in the future, the services of an executive search firm to help identify candidates for directors who meet the qualifications outlined above. The search firm screens the candidates, conducts reference checks, prepares a biography of each candidate for committee review and assists in arranging interviews.

The Nominating and Corporate Governance Committee will also consider director candidates recommended by stockholders and will evaluate such director candidates in the same manner in which it evaluates candidates recommended by other sources. In making recommendations for director nominees for the annual meeting of stockholders, the Nominating and Corporate Governance Committee will consider any written recommendations of director candidates by stockholders received by the Secretary not less than 90 days and not more than 120 days prior to the date for the preceding year’s annual meeting of stockholders; provided, however, that in the event that the annual meeting is called for a date that is more than 30 days before or more than 60 days after such anniversary date, to be timely, the written recommendation by the stockholder must be so received not earlier than the close of business on the 120th day before the meeting and not later than the later of (i) the close of business on the 90th day before the meeting or (ii) the close of business on the 10th day following the day on which public announcement of the date of the annual meeting is first made by us. Among many other requirements as set forth in the Company’s Bylaws, recommendations must include the candidate’s name and contact information and a statement of the candidate’s background and qualifications, and must be mailed to AvePoint, Inc., 901 East Byrd Street, Ste. 901, Richmond, Virginia 23219, Attention: Secretary.

The nominations policy is intended to provide a flexible set of guidelines for the effective functioning of AvePoint’s director nominations process. The Nominating and Corporate Governance Committee intends to review the nominations policy as it considers advisable and anticipates that modifications may be necessary from time to time as AvePoint’s needs and circumstances evolve, and as applicable legal or listing standards change. The Nominating and Corporate Governance Committee may amend the nominations policy at any time.

In addition to recommending director candidates to the Nominating and Corporate Governance Committee, our Bylaws include procedures that a stockholder must follow to nominate director candidates for election to the Board or propose other business. The procedures are summarized under “*Questions and Answers About These Proxy Materials and Voting - When are stockholder proposals and director nominations due for next year’s annual meeting?*” on page [8](#).

Communications with the Board of Directors, Reporting Questionable Accounting, Internal Accounting Controls and Auditing Matters

The Board welcomes communications from its stockholders and other interested parties and has adopted a procedure for receiving and addressing those communications. Stockholders and other interested parties may communicate any concerns they may have about AvePoint directly and confidentially to either the full Board or the non-management directors as a group, or an individual director, by writing to: “Board of Directors” or “Non-Management Directors” or Name of Individual Director, AvePoint, Inc., 901 East Byrd Street, Ste. 901, Richmond, VA 23219, Attention: Secretary.

Stockholders and other interested parties may also make reports or provide other types of communication via the AvePoint Anonymous Reporting Hotline at <https://www.lighthouse-services.com/avepoint>, or by emailing the AvePoint Anonymous Reporting Email at reports@lighthouse-services.com (be sure to identify your organization in the email), or by calling the appropriate number below:

- English speaking USA and Canada: **833-950-4544**
- Spanish speaking USA and Canada: **800-216-1288**
- French speaking Canada: **855-725-0002**
- Spanish speaking Mexico: **01-800-681-5340**
- China-north, Beijing CNCG: **108-888**
- China, PCR-South, Shanghai (China Telecom): **10-811**
- All other countries: **800-603-2869**

An independent third-party vendor maintains the AvePoint Anonymous Reporting Hotline, which is available 24 hours a day, 365 days a year. A caller wishing to be identified may indicate his or her name in the message. All calls are forwarded to the Chief Legal and Compliance Officer. The Chief Legal and Compliance Officer then reviews and forwards all communications to the Board member or members that the caller designates, except for those communications that are outside the scope of Board matters or duplicative of other communications previously forwarded to the intended recipients. The Chief Legal and Compliance Officer will retain copies of all communications and maintain a record of whether the communications were forwarded and, if not, the reason why not.

Stockholder Engagement

We proactively engage with stockholders and other stakeholders throughout the year to learn their perspectives on significant issues, including AvePoint performance and strategy, corporate governance, executive compensation, and other matters. This engagement helps us better understand stockholder priorities and perspectives, gives us an opportunity to elaborate upon our initiatives and practices, and fosters constructive dialogue. We take feedback and insights from our engagement with stockholders and other stakeholders into consideration as we review and evolve our practices and disclosures, and further share them with our Board as appropriate.

Availability of Code of Ethics and Business Conduct, Bylaws, Corporate Governance Guidelines, and Committee Charters

We have adopted a Code of Ethics and Business Conduct (the “*Code*”), which is applicable to all of our directors, officers and employees, including our Executive Chairman, Chief Executive Officer, Chief Legal and Compliance Officer, and Chief Financial Officer. Our Code, our Bylaws, our Corporate Governance Guidelines, and the charters of each standing committee of our Board are available free of charge at our Investor Relations website, <https://www.avepoint.com/ir>. Copies of the foregoing are available in print for any stockholder that requests them. Requests for copies of these documents should be directed to Secretary, AvePoint, Inc., 901 East Byrd Street, Ste. 901, Richmond, VA 23219.

To the extent required by SEC rules, AvePoint intends to disclose any amendments to the Code, and any waiver of a provision of the Code with respect to the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on our website referred to above within four business days following any such amendment or waiver, or within any other period that may be required under SEC rules from time to time.



Additional Information

At our Investor Relations website, <https://www.avepoint.com/ir>, we make available free of charge a variety of information for investors. Our goal is to maintain the Investor Relations website as a portal through which investors can easily find or navigate to pertinent information about us, including:

- Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports, as soon as reasonably practicable after we electronically file that material with or furnish it to the SEC at www.sec.gov.
- Announcements of investor conferences, speeches, presentations, and events at which our executives discuss our products, services, competitive strategies, and other aspects of our business.
- Press releases on quarterly results, product and service announcements, legal developments, and national and international news.
- Corporate governance information including our Certificate of Incorporation, Bylaws, governance guidelines, committee charters, code of ethics and business conduct, whistleblower “open door” policy for reporting accounting and legal allegations, global corporate social responsibility initiatives, and other governance-related policies.
- Other news and announcements that we may post from time to time that investors might find useful or interesting, including with respect to our business strategies, financial results, and metrics for investors.

In addition to these channels, we use social media to communicate to the public. It is possible that the information we post on social media could be deemed to be material to investors. We encourage investors, the media, and others interested in AvePoint to review the information we post on the social media channels listed on our Investor Relations website.

Anti-Hedging and Anti-Pledging within Insider Trading Policy

In 2021, the Board also adopted, on a voluntary basis and in advance of final Dodd-Frank Act hedging rules, an insider trading policy (the “**Insider Trading Policy**”). The Insider Trading Policy governs the purchase, sale and other dispositions of AvePoint’s securities by directors, officers and employees, and by AvePoint itself, and is designed to promote compliance with insider trading laws, rules and regulations and any Nasdaq requirements applicable to AvePoint. Additionally, the Insider Trading Policy is inclusive of anti-hedging and anti-pledging mechanics applicable to our employees, officers, employee directors, and non-employee directors. The Insider Trading Policy prohibits our directors from purchasing any financial instrument or entering into any transaction that is designed to hedge or offset any decrease in the market value of AvePoint equity (including, but not limited to, prepaid variable forward contracts, equity swaps, collars, or exchange funds), or pledging, hypothecating, or otherwise encumbering AvePoint equity as collateral for indebtedness. Any material waiver, variation, modification, or amendment to the Insider Trading Policy in connection with a proposed activity by an executive officer or director is subject to review and approval by the Chief Legal and Compliance Officer and the Audit Committee.

Transactions with Related Persons

On September 19, 2025, AvePoint’s Board updated its written policy for the approval of transactions with related persons (the “**Related Person Transaction Policy**”), originally approved and adopted on June 29, 2021. The Related Person Transaction Policy requires Board or Audit Committee approval or ratification of any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which AvePoint and any Related Person (as defined by the Related Person Transaction Policy and 17 CFR § 229.404 (Item 404)), directly or indirectly, are, were or will be participants in which the amount involved exceeds \$120,000 USD (“**Related Person Transaction**”). Transactions involving compensation for services provided to AvePoint as an employee, consultant or director shall not be considered Related Person Transactions under the Related Person Transaction Policy. Nor shall a transaction, arrangement or relationship in which the Related Person’s participation is solely due to the Related Person’s position as a director of an entity that is participating in such transaction, arrangement, or relationship be considered a Related Person Transaction. Under the Related Person Transaction Policy, any proposed transaction that has been identified as a Related Person Transaction may be consummated or materially amended only following approval by the Board or the Audit Committee in accordance with the requirements of the Related Person Transaction Policy. In the event that it is inappropriate for the Audit Committee to review the transaction for reasons of conflict of interest or otherwise, after taking into account possible recusals by Audit Committee members, then the Related Person Transaction shall be approved by the Board or another independent body of the Board.



Any director who has a direct or indirect material interest in the proposed Related Person Transaction must not participate in any action regarding whether to approve the Related Person Transaction and must not be present during deliberations concerning the Related Person Transaction unless the transaction related to the remuneration of the director is for director indemnification or insurance or is with an affiliate of AvePoint and the director's interest is solely that of a director of the affiliate. If, however, a proposed Related Person Transaction arises in which all directors are deemed to have a direct or indirect material interest in the transaction, the proposed Related Person Transaction shall be submitted to the stockholders for approval and the disclosure provided to the stockholders shall clearly identify each director's interests in the proposed Related Person Transaction.

Our Related Party Transactions

Under the Related Person Transaction Policy, the Related Person in question or, in the case of transactions with a holder of more than 5% of any class of our voting securities, an officer with knowledge of a proposed transaction, must present information regarding the proposed Related Person Transaction to our Audit Committee (or, where review by our Audit Committee would be inappropriate, to another independent body of the Board) for review. To identify Related Person Transactions in advance, we will rely on information supplied by our executive officers, directors and certain significant stockholders. In considering Related Person Transactions, our Audit Committee will take into account the relevant available facts and circumstances, which may include, but are not limited to:

- The risks, costs, and benefits to us;
- The impact on a director's independence in the event the Related Person is a director, immediate family member of a director or an entity with which a director is affiliated;
- The terms of the transaction;
- The availability of other sources for comparable services or products; and
- The terms available to or from, as the case may be, unrelated third parties.

Our Audit Committee will approve only those transactions that it determines are fair to us and in our best interests. The transaction described below was entered into prior to the adoption of such Related Person Transaction Policy.

Non-Employee Director Compensation

The Compensation Committee is responsible for making recommendations to the Board regarding non-employee director compensation. In accordance with this authority, the Compensation Committee utilizes the independent compensation consultant, Compensia, Inc. ("**Compensia**"), to advise the Compensation Committee on matters related to director compensation.

The Company's director compensation program was reviewed by Compensia in 2025 relative to a peer group of companies (the "**Peer Group**"). The Peer Group was reviewed by Compensia prior to each compensation review, and in May 2025 Compensia provided the Compensation Committee (with respect to director compensation) a set of considerations for change, including proposed additions and deletions to the Peer Group.

After review, the Compensation Committee resolved to provide the following compensation to non-employee directors for their service as members of the Board and as members of the various Board committees effective as of June 10, 2025:

- An annual cash retainer of \$36,000;
- A \$4,000 cash incentive payment for service as a member of the Nominating and Corporate Governance Committee;
- A \$10,000 cash incentive payment for service as a member of the Audit Committee;
- A \$6,000 cash incentive payment for service as a member of the Compensation Committee;
- A \$20,000 cash incentive payment for service as the Audit Committee Chair;
- A \$14,000 cash incentive payment for service as the Compensation Committee Chair;
- A \$10,000 cash incentive payment for service as the Nominating and Corporate Governance Committee Chair;
- A \$15,000 cash incentive payment for service as the Lead Independent Director;
- A one-time \$175,000 RSU grant for the initial year of service on the Board, which vests one year after the grant is awarded; and
- Annual \$175,000 RSU grants for each additional year of service on the Board (subject to the annual approval of such grant amounts by the Compensation Committee), in each case vesting annually.

Non-employee directors receive stock-based compensation under the 2021 Plan.

We also reimburse our directors for reasonable out-of-pocket and travel expenses incurred in connection with their service on the Board.

The following table sets forth information regarding the compensation earned for service on our Board during the year ended December 31, 2025, by non-employee directors. Mr. Gong, Dr. Jiang, and Mr. Brown also served as directors but did not receive any additional compensation for their service as directors. Their compensation as executive officers is set forth below in the “*Summary Compensation Table*.”

Non-Employee Director	Fees Earned or Paid in Cash (US\$)(1)	Stock Awards (US\$)(2)	Total (US\$)
Jeff Epstein	60,000	175,000	235,000
Jeff Teper	81,000	175,000	256,000
John Ho	66,000	175,000	241,000
Janet Schijns	56,000	175,000	231,000

- (1) This column represents the cash retainers, committee membership fees and committee chair fees, where applicable, paid to each non-employee director in 2025.
- (2) The amounts reported in this column represent the grant date fair value of the RSU awards made to each non-employee director on the date of grant, June 20, 2025, calculated in accordance with FASB ASC Topic 718. Aside from the 9,744 RSUs granted to each non-employee director on June 20, 2025, Jeff Teper also had 264,260 shares subject to options outstanding as of the end of fiscal year 2025.

The annual director fee and the annual committee fees are paid in four equal quarterly installments in arrears on the first business day following each quarter of the fiscal year in which the eligible director completes board or committee service. Such fees are paid in the form of cash, provided that a director may elect to receive all or any portion of such fees in the form of a grant of RSUs (as determined by the Compensation Committee). The fiscal year for granting outside directors equity is June 1 through May 30. The annual equity grants are typically made on the first business day in the month of June of each year. However, due to a scheduling conflict, the awards were granted later, with a modified vesting schedule to align with the June 1 through May 30 fiscal year.

All grants of RSUs to non-employee directors vest one year after the grant is awarded, provided that the grants will immediately vest in the event of death, disability, retirement, or termination in connection with a change in control.

The compensation paid to our non-employee directors is designed to deliver compensation of approximately 25% in cash and 75% in equity (assuming a director does not elect to receive additional equity in lieu of cash, as described above), with the objective of appropriately balancing the pay of non-employee directors for their service while linking their compensation closely to returns to stockholders through the potential for enhanced value from future stock price appreciation.

The Company does not provide pensions, medical benefits or other benefit programs to non-employee directors.



Information About the Meeting and Security Ownership	Corporate Governance	Named Executive Officers	Pay Versus Performance Disclosure	Audit Committee Matters	Proposals to be Voted on During the Meeting
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Named Executive Officer Introduction

The table below sets forth information concerning our executive officers covered in the “*Compensation Discussion and Analysis*” section of this Proxy Statement. We refer to them as the “named executive officers.”

Named Executive Officer	Age	Position with Company
Xunkai Gong	63	Executive Chairman
Tianyi Jiang	51	Chief Executive Officer
Brian M. Brown	53	Chief Legal and Compliance Officer
James Caci	61	Chief Financial Officer

Xunkai Gong was appointed as our Executive Chairman and a director in July of 2021, and previously served as our predecessor company’s Chairman and Co-Chief Executive Officer alongside Dr. Jiang from 2008 to 2021, Chief Executive Officer from 2001 to 2008 and a director from 2001 to 2021. Mr. Gong holds a master’s degree in computer engineering from University of Chinese Academy of Sciences, a master’s degree in computer science from Southern University and Agricultural and Mechanical College at Baton Rouge, and a bachelor’s degree in electrical and electronics engineering from Dalian University of Technology.

Tianyi Jiang was appointed as our Chief Executive Officer and a director in July of 2021, and previously served as our predecessor company’s Co-Chief Executive Officer alongside Mr. Gong from 2008 to 2021 and director from 2005 to 2021. Dr. Jiang holds doctorate and master’s degrees in data mining from New York University in addition to a bachelor’s degree and master’s degree in electrical and computer engineering from Cornell University.

Brian M. Brown was appointed as AvePoint’s Chief Legal and Compliance Officer, Secretary of the Board and a director in July of 2021, and previously served as our predecessor company’s General Counsel and Chief Operating Officer from 2004 to 2021 and director from 2008 to 2021. 8. Mr. Brown holds a bachelor’s degree from the University of Michigan, a master’s degree from Liberty University and a Juris Doctor from Michigan State University. Prior to joining AvePoint, Mr. Brown practiced as a securities and M&A attorney with the law firm of McGuireWoods LLP.

James Caci was appointed as our Chief Financial Officer in August of 2021 and previously served as our predecessor company’s Chief Financial Officer from 2010 to 2013. From April 2020 to August of 2021, Mr. Caci held the position of Chief Financial Officer at Brand Value Accelerator, LLC, an industry leading digital commerce services firm. From March 2016 to April 2020, Mr. Caci served as the Chief Financial Officer of Nicopure Labs. Mr. Caci brings more than 25 years of experience leading the strategic finance operations at both public and privately held SaaS and IT service companies. Mr. Caci has a BS in Business Administration from Montclair State University.

Compensation Discussion and Analysis

Introduction

This section describes AvePoint’s compensation program for its named executive officers.

This Compensation Discussion and Analysis focuses on the material elements of our executive compensation program in effect for the 2025 fiscal year. It also provides an overview of our executive compensation philosophy and why we believe the program is appropriate for AvePoint and its stockholders. Finally, we discuss the Compensation Committee’s methodology for determining appropriate and competitive levels of compensation for the named executive officers. Details of compensation paid to the named executive officers can be found in the “*Elements of Executive Compensation*” section below.



Our executive compensation program is intended to align the interest of our named executive officers with those of our stockholders by rewarding performance that meets or exceeds the goals the Board and Compensation Committee establish with the objective of increasing stockholder value. In line with our pay for performance philosophy, the total compensation received by our named executive officers will vary based on individual and corporate performance as well as market data for each role. Our named executive officers' total compensation is comprised of a mix of base salary, annual cash incentive and long-term equity incentives.

2025 Say-on-Pay Results and Considerations

The Company provides its stockholders the opportunity to cast an annual non-binding advisory vote on executive compensation (a “say-on-pay proposal”). The Company and the Compensation Committee of the Board consider the outcome of AvePoint’s say-on-pay proposal when making future compensation decisions for the executive officers of AvePoint. Although this vote is advisory (and therefore not binding on AvePoint), the Company, the Compensation Committee and the Board carefully review this result each year and consider it, along with other communications from stockholders relating to our compensation practices, in making future compensation decisions for AvePoint’s executive officers. At our 2025 annual meeting, 89.45% of the shares present and entitled to vote approved our say-on-pay proposal regarding 2024 compensation. Based on these results, the Compensation Committee believes the Company’s compensation design and programs have strong stockholder support.

Compensation Philosophy and Objectives

What person or group is responsible for determining the compensation levels of named executive officers?

The Role of the Compensation Committee. The Compensation Committee, pursuant to its charter, reviews, determines and approves the compensation, including base salary, and annual and long-term incentives of AvePoint’s Executive Chairman, CEO, the other named executive officers, as well as the other officers. Additionally, the Compensation Committee administers AvePoint’s compensation programs, including the 2021 Plan.

The Role of Consultants. The Compensation Committee has the authority to retain and terminate any third-party compensation consultant and to obtain advice and assistance from internal and external legal, accounting and other advisers. The Compensation Committee has the authority to compensate its outside advisers without obtaining approval of the Board. In accordance with this authority, the Compensation Committee retained Compensia in 2025 as the Compensation Committee’s independent compensation consultant to advise the Compensation Committee on matters related to CEO and other officer compensation. The Compensation Committee assessed Compensia’s work as required under rules of the SEC and concluded that it did not raise any conflicts of interest and that Compensia was independent within Nasdaq’s listing standards.

The consultant’s assignments are determined by the Compensation Committee Chair. At the request of the Compensation Committee Chair, the consultant assists in developing the Peer Group of companies and compensation surveys to be used for the competitive analyses, prepares the market analysis of named executive officer compensation, prepares a financial analysis of AvePoint’s performance vis-à-vis the Peer Group and analyzes the relationship between CEO pay and company performance, constructs market competitive ranges of pay opportunity for base salaries, annual cash incentive targets, and long-term equity incentive awards for named executive officers, and reviews the annual and long-term incentive plans for linkage to key business objectives and Company performance. The consultant advises the Compensation Committee as to the compensation of executive officers of AvePoint, but does not recommend any specific pay level changes for executive officers.

In 2025, the total fees paid to Compensia for services relating to executive compensation were \$89,876.67.

The Role of Executives. The Company’s Executive Chairman, CEO, Chief Operating Officer and Chief Legal and Compliance Officer are actively involved in the executive compensation process. The CEO and Chief Operating Officer review the performance of each of the named executive officers and, within the defined program parameters, recommend to the Compensation Committee base salary increases, annual incentive targets and long-term equity awards for such individuals. The Chief Operating Officer ensures the executive compensation program attracts, retains, and motivates AvePoint’s executive team and potential executive hires. The Chief Operating Officer and Chief Legal and Compliance Officer attend the meetings of the Compensation Committee, but do not participate in the Compensation Committee’s executive sessions.

What are AvePoint’s executive compensation principles and objectives?

The Compensation Committee believes that the structure of the compensation program for named executive officers should be designed to attract, motivate, and retain key talent to promote the long-term success of AvePoint, and to balance these objectives with a strong link to stockholder return and other measures of performance that drive total stockholder return (“TSR”).



The Company's overall executive compensation philosophy is that pay should be competitive with the relevant market for executive talent, be performance-based, vary with the attainment of specific objectives, and be closely aligned with the interests of AvePoint's stockholders. The core principles of AvePoint's executive compensation program include the following:

- *Pay competitively:* The Compensation Committee believes in positioning executive compensation at competitive levels necessary to attract and retain exceptional leadership talent. An individual's performance and importance to AvePoint can result in that individual's total compensation being higher or lower than AvePoint's target market position. The Compensation Committee regularly utilizes the assistance of the compensation consultant to provide information on market practices, programs, and compensation levels.
- *Pay-for-performance:* The Compensation Committee structures the executive compensation program to balance annual and long-term corporate objectives, including specific measures which focus on financial performance, with the goal of fostering stockholder value creation in the short and long-term.
- *Create an ownership culture:* The Compensation Committee believes that using equity compensation to instill an ownership culture effectively aligns the interests of management and stockholders. To promote this alignment, the Compensation Committee granted equity awards in 2025 which were comprised of time-based stock options, performance-based RSUs ("*PRSUs*") and RSUs to provide incentives for named executive officers to enhance stockholder value.
- *Utilize a total compensation perspective:* The Compensation Committee considers all of the compensation components — base salary, annual cash incentive, long-term equity incentives, benefits and perquisites — in total.
- *Improved financial performance:* The Company aggressively pursues strategies intended to improve its financial and operational performance by expanding its product offerings, enhancing its sales channels, improving production performance, including quality, efficiency, capacity, and lowering costs. The Compensation Committee believes in utilizing a compensation program that appropriately rewards executives for the achievement of these objectives.

The Chief Operating Officer, Chief Legal and Compliance Officer and the Compensation Committee regularly review the executive compensation program and philosophy to assess whether the program promotes the objectives of enabling AvePoint to attract and retain exceptionally talented executives and to link total compensation to AvePoint's ability to meet its annual financial and non-financial goals and, in the longer term, to produce enhanced levels of TSR.

How Do We Determine Executive Pay?

Comparison Data: Benchmarking in comparison to the Peer Group is one of several factors considered in the compensation process but is not in and of itself determinative. We believe that our pay levels and practices should be within a range of competitiveness with our Peer Group and benchmarking provides us with an assessment of reasonableness and competitiveness; however, each individual's actual compensation is based on numerous factors including the individual's level of experience in the role and the annual and long-term performance of both AvePoint and the individual.

The Compensation Committee reviews target total direct compensation, which consists of base salary, target annual cash incentive, and long-term equity incentives, to the Peer Group. The Compensation Committee utilizes this comparison data for its named executive officer compensation because the Compensation Committee believes this is the best way to determine whether such compensation is competitive with AvePoint's labor market for executive talent.



Peer Group: The Compensation Committee takes into account a number of factors for each potential Peer Group company including, but not limited to, size (revenues, growth rates, market capitalization and number of employees), nature of business (business comparators and similar customer base), organizational complexity and business model (span and scope of the organization), competition for executive talent (organizations from which executives may be recruited to and from) and location. While all of the aforementioned factors are taken into account, the Compensation Committee considered the most important factors to be size, market capitalization, nature of business and competition for executive talent as these provide the most meaningful insight into competitive practices.

The Peer Group for fiscal year 2025, which remained unchanged from fiscal year 2024, included the following companies:

Peer Group for Fiscal Year 2025		
Alkami Technology	Jamf Holding	PagerDuty
Amplitude	JFrog	Semrush Holdings
Couchbase	Matterport	Varonis Systems
CS Disco	MeridianLink	Yext
Domo	Mitek Systems	Zeta Global Holdings
Enfusion	Model N	Zuora
Intapp	N-able	



Elements of Executive Compensation

Base Salary

Base salary is annual fixed cash compensation and is a standard element of compensation necessary to attract and retain talent. Base salary is the principal non-variable element of AvePoint's total compensation program.

Base salaries reflect each named executive officer's responsibilities, the impact of each named executive officer's position, and the contributions each named executive officer delivers to AvePoint.

Base salaries are determined by competitive levels in the market, based on AvePoint's Peer Group and the results of executive compensation surveys, for executives with comparable responsibilities and job scope. Base salary increases, if any, are based on individual performance, market conditions and Company performance. To gauge market conditions, the Compensation Committee evaluates the Peer Group and market data compiled by its consultant. Base salaries are set following review of this data upon consideration of the named executive officer's experience, tenure, performance, and potential, all within the context of total compensation benchmarks.

The annualized base salaries of the named executive officers are as follows:

Named Executive Officer	2024 Base Salary (US\$)	2025 Base Salary (US\$)
Xunkai Gong	450,000	500,000
Tianyi Jiang	450,000	450,000
Brian Michael Brown	365,000	380,000
James Caci	375,000	400,000

Annual Incentive Plan

The annual incentive plan (the "*AIP*") is a cash incentive that provides our executive officers with the opportunity to be rewarded annually based on the achievement of AvePoint's key financial goals. The Compensation Committee sets the target annual cash bonus for each named executive officer as a percentage of the executive's annual base salary. Award opportunities are established at threshold, target and maximum levels. The maximum level for each performance criterion under the AIP is typically capped at 150% of target. The actual amount of the award is determined based on the level of achievement against each financial goal after the completion of the performance period. For 2025, the Compensation Committee approved the following target incentive percentages for each named executive officer:

Named Executive Officer	Target Incentive as a % of Base Salary
Xunkai Gong	100%
Tianyi Jiang	100%
Brian Michael Brown	100%
James Caci	90%



2025 Goals, Target Setting and Results. In February 2025, the Compensation Committee selected Total Revenue, Annual Recurring Revenue (“**ARR**”) and GAAP Operating Income as the key financial performance measures to determine the level of payout for each named executive officer. The Compensation Committee set target goal values that aligned with the Company’s growth and profitability objectives and financial guidance. The goals, target values and financial results appear below:

Goal (\$ in millions)	Weight	Fiscal Year 2025 Award Targets			Fiscal Year 2025 Results(1)	Payout as a % of Target Incentive
		Threshold	Target	Maximum		
Total Revenue	40.0%	\$368.0	\$400.0	\$432.0	\$404.6	107.2%
Annual Recurring Revenue	40.0%	\$376.5	\$409.2	\$441.9	\$409.0	99.8%
GAAP Operating Income	20.0%	\$15.1	\$18.9	\$22.7	\$24.4	150.0%
Payout (as a % of target annual bonus opportunity)	-	50%	100%	150%	-	-
Weighted Average payout as a % of Target	-	-	-	-	-	112.8%

For purposes of the AIP, the Compensation Committee evaluates certain performance measures after eliminating the impact of fluctuations in foreign currency exchange rates. The fiscal year 2025 results shown above differ from the GAAP financial results disclosed in our quarterly earnings releases and related investor materials for this reason.

2025 Payouts. Based on the Company’s fiscal year 2025 results, the bonus payout amount was calculated to be 112.8%. The payout amount was calculated using the bonus targets and payout structure approved by the Compensation Committee in February 2025. The individual named executive officer bonus payout amounts were then reviewed and approved by the Compensation Committee.

Actual payouts to each of the named executive officers in February 2026 were calculated as follows:

Named Executive Officer	2025 Base Salary	Target Annual Cash Incentive (as a % of Base Salary)	Target Annual Cash Incentive	Annual Cash Incentive Payout Percentage	2025 Annual Cash Incentive
Xunkai Gong	\$500,000	100.0%	\$500,000	112.8%	\$563,863
Tianyi Jiang	\$450,000	100.0%	\$450,000	112.8%	\$507,477
Brian M. Brown	\$380,000	100.0%	\$380,000	112.8%	\$428,536
James Caci	\$400,000	90.0%	\$360,000	112.8%	\$405,981

2026 AIP Targets. 2026 AIP targets will be Total Revenue (40% weighted), Annual Recurring Revenue (40% weighted) and GAAP Operating Income (20% weighted).



Long-Term Equity Compensation

We believe that long-term equity compensation provides appropriate motivational tools to achieve certain long-term Company goals. The long-term equity compensation plan is designed to align the interests of named executive officers with those of stockholders, motivate each named executive officer to achieve key financial goals and reward superior performance. The design of the program, which is similar to the program used with the larger employee base, helps to reduce turnover and to retain the knowledge and skills of AvePoint's valued employees. In structuring the amount of long-term equity compensation awards, the Compensation Committee seeks to balance such awards and the interests of AvePoint's stockholders under a policy that moderates the dilutive effects of annual equity awards against the need to provide attractive and competitive incentive compensation.

The Compensation Committee approves annual equity awards to named executive officers and other key employees at the February Compensation Committee meeting, with the grant date determined to be March 15 or the nearest available grant date each year. The Company does not time the grant in coordination with the release of material non-public information.

Elements of Long-Term Equity Compensation:

RSUs. RSUs are similar to time-based restricted shares, with the principal difference being that with RSUs, the shares are not actually issued until vesting. The RSUs have a four-year vesting period, vesting one-fourth after the first year with the remaining three-fourths vesting quarterly over the next twelve quarters. The number of RSUs granted is based on the approved target dollar amount of the award, divided by the fair market value of AvePoint's common stock on the date of the grant. Upon vesting, each RSU will equal the right to receive one share of AvePoint's stock.

RSUs facilitate retention by providing value if the named executive officer remains with AvePoint over the vesting period. In addition, RSUs provide alignment with stockholders through stock ownership, and the potential for future growth.

2024 Granted PRSUs. PRSUs are similar to RSUs in that shares are not actually issued until vested, however they also include the achievement of specific performance targets to determine the actual number of vested shares. The 2024 PRSU grant will pay out on a scale with a minimum performance achievement vesting 50% of granted units, target performance vesting 100%, and maximum performance vesting 150% of granted units. The 2024 PRSU targets are 2025 GAAP operating income (25% weighted) and 2025 Rule of 40 achievement (75% weighted), which the Company defines as the sum of ARR growth and non-GAAP operating margin. The 2024 PRSU grant has a four-year vesting period, vesting half after 2 years, with the remaining half vesting quarterly over the next 8 quarters.

2025 Granted PRSUs. PRSUs are similar to RSUs in that shares are not actually issued until vested, however they also include the achievement of specific performance targets to determine the actual number of vested shares. The 2025 PRSU grant will pay out on a scale with a minimum performance achievement vesting 50% of granted units, target performance vesting 100%, and maximum performance vesting 150% of granted units. The 2025 PRSU targets are ARR Compounded Annual Growth rate for years 2025-2027 (70% weighted) and GAAP profitability for 2027 (30% weighted). The vesting schedule for 2025 PRSUs will fully vest three years after the initial grant, following the completion of the three-year performance period of 2025-2027.

Stock Options. Stock options ("options") are grants which give the holder the right to receive stock in AvePoint upon paying the exercise price determined at the time of grant. The grant price is the closing market price of AvePoint's common stock on the grant date. Options have a four-year vesting period, vesting one-fourth after the first year with the remaining three-fourths vesting quarterly over the next twelve quarters. The number of options issued is based on the approved target dollar amount of options to be awarded, divided by the value of one option, which is equal to the Black-Scholes value of an equivalent stock option. Options have a term of ten years.

Options motivate executive efforts to achieve results that produce long-term increases (since executives have up to 10 years to exercise their options) in common stock. The four-year option vesting period encourages select named executive officers to work with a long-term view of AvePoint's performance and reinforces their long-term affiliation with AvePoint. Named executive officers receive value in the option grants only when the share price increases above the grant price, which strengthens their alignment with stockholder interests.

The award agreements for RSUs and stock options provide that if a participant's employment with AvePoint is terminated due to death, permanent and total disability, retirement, by AvePoint without "Cause," or by the participant with "Good Reason" (with "Cause" and "Good Reason" being defined in the award agreements), any unvested awards held by a participant at termination will vest. The award agreements and the change in control provisions in the employment agreements further provide that in the event of a change in control of AvePoint, any unvested awards held by the participant at the time of the change in control will vest immediately.



2024 Equity Awards. The equity awards reviewed and approved by the Compensation Committee in February 2024 were granted conservatively compared to the market and the prior year awards. The grant amounts were determined by taking into consideration Company performance and individual relativity to market data as well as the desire to manage the overall stock-based compensation expense for the Company.

2025 Equity Awards. The equity awards reviewed and approved by the Compensation Committee in February 2025 compared conservatively to market peers, due to an ongoing deliberate strategy to manage stock-based compensation as a percentage of revenue. We aim to create a favorable positioning relative to peers, while still ensuring strong retentive effect and recognition for the 2025 performance year.

Named Executive Officer	Year	Option Award Value (US\$) (1)	RSU Award Value (US\$) (2)	PRSU Award Value (US\$) (3)	Total Value (US\$)
Xunkai Gong	2025	1,249,998	-	1,250,000	2,499,998
	2024	1,000,000	-	999,998	1,999,998
Tianyi Jiang	2025	999,999	-	1,000,003	2,000,001
	2024	1,000,000	-	999,998	1,999,998
Brian M. Brown	2025	-	974,993	324,998	1,299,990
	2024	-	749,998	250,000	999,998
James Caci	2025	-	1,499,997	499,994	1,999,991
	2024	-	1,199,994	399,990	1,599,984

- (1) The amounts reported in this column represent the aggregate grant date fair value of time-based option grants awarded to the named executive officers in 2025 and 2024, calculated in accordance with FASB ASC Topic 718. Such grant date fair values do not take into account any estimated forfeitures related to service-vesting conditions. This calculation assumes that the named executive officer will perform the requisite service for the award to vest in full as required by SEC rules. The assumptions used in calculating the grant date fair values of the equity awards reported in this column are set forth in Note 16 of our audited Consolidated Financial Statements for the year ended December 31, 2025, appearing in the Annual Report on Form 10-K for the year ended December 31, 2025. The amounts reported in this column reflect the accounting cost for these equity awards and do not correspond to the actual economic value that may be realized by our named executive officers upon the vesting of the stock options, the exercise of the stock options or the sale of the common stock underlying such stock options.
- (2) The amounts reported in this column represent the aggregate grant date fair value of RSU grants awarded to the named executive officer in 2025 and 2024, calculated by reference to the closing price of our common stock on the grant date of such awards (March 14, 2025 and March 5, 2024, respectively) as reported on Nasdaq.
- (3) The amounts reported in this column represent the aggregate grant date fair value of PRSU grants awarded to the named executive officer in 2025 and 2024, calculated by reference to the closing price of our common stock on the grant date of such awards (March 14, 2025 and March 5, 2024, respectively) as reported on Nasdaq. The amounts reported in this column reflect the accounting cost for these equity award and do not correspond to the actual value or performance modifications that may occur. PRSUs granted in 2024 and 2025 may pay out up to 150% of target.

Perquisites

The Company does not provide any perquisites to its named executive officers.

The Compensation Committee oversees the design, implementation and administration of all AvePoint benefit programs, including the grant of perquisites, if there ever are any.

Additional Information on our Program

Anti-Hedging and Anti-Pledging within the Insider Trading Policy

In July 2021, the Board adopted an Insider Trading Policy that prohibits our executive officers from purchasing any financial instrument or entering into any transaction that is designed to hedge or offset any decrease in the market value of AvePoint equity (including, but not limited to, prepaid variable forward contracts, equity swaps, collars, or exchange funds), or pledging, hypothecating, or otherwise encumbering AvePoint equity as collateral for indebtedness.



Severance or Change-in-Control Agreements with Named Executive Officers

The named executive officers have severance provisions in their respective employment agreements, which provide for certain benefits upon an involuntary termination. These agreements promote retention of high-performing individuals and also assist in recruiting and retaining key employees by providing competitive arrangements. In addition, equity awards provided to these named executive officers provide for an acceleration of equity grants upon a change in control of AvePoint. Change in control provisions are designed to protect executives in the event of a change in control and provide security for executives against sudden or arbitrary termination in connection with a change in control. The provisions of each agreement were determined by an analysis of the Peer Group and market trends and practices and are set at competitive levels with industry practice.

Decisions Regarding Each Element Affect Decisions Regarding the Other Elements

The Compensation Committee considers total cash and equity compensation when setting the compensation of executive officers. In doing so, the Compensation Committee considers the retention value of the long-term equity currently held by the executive. Based on this review, the Compensation Committee may decide to adjust one or more elements of an executive's total compensation. The Compensation Committee aims to provide competitive total direct compensation and assesses an executive's total compensation package when looking at the executive's competitive standing relative to the market. Additionally, the Compensation Committee seeks to provide a competitive compensation mix, with discretion depending on factors deemed relevant to the Compensation Committee, such as individual performance, internal equity, and historical pay practices. Certain compensation decisions may specifically affect other elements of compensation. For example, because potential annual cash incentive and long-term equity incentive payouts are based on the executive's base salary, increases in base salary also increase the amount of such payouts.

Tax and Accounting Considerations that Factor into Decisions Regarding Executive Compensation

We consider tax and accounting implications in determining our compensation programs.

Policy on Deductibility of Named Executive Officer Compensation. Although the Compensation Committee has historically attempted to structure executive compensation to preserve deductibility, it also reserves the right to provide compensation that may not be fully deductible in order to maintain flexibility in compensating named executive officers in a manner consistent with our compensation philosophy, as deemed appropriate. The Compensation Committee believes that stockholder interests are best served by not restricting the Compensation Committee's discretion in this regard, even though such compensation may result in non-deductible compensation expenses to AvePoint.

Internal Revenue Code Section 409A. The Company reviews its compensation plans and programs for compliance with Section 409A of the Internal Revenue Code and the relevant Treasury Resolutions regarding nonqualified deferred compensation.

Compensation Committee Report

The Compensation Committee of the Board has reviewed and discussed with AvePoint's management the Compensation Discussion and Analysis above, and recommended to the Board that the Compensation Discussion and Analysis be included in AvePoint's 2026 Proxy Statement.

Respectfully submitted,

THE COMPENSATION COMMITTEE

Jeff Epstein, Chair

Jeff Teper

Janet Schijns



The following tables, narrative and footnotes discuss the compensation of the Executive Chairman, CEO, Chief Financial Officer, and our other most highly compensated executive officer, during 2025. These individuals were the only named executive officers of AvePoint during 2025 for whom this information is required under SEC rules.

Summary Compensation Table

The following table provides information regarding total compensation awarded to, earned by, and paid to our named executive officers for services rendered in all capacities for the fiscal years ended December 31, 2025, 2024 and 2023. All figures shown are in U.S. Dollars.

Named Executive Officer	Year	Salary(1) (\$)	Stock Awards(2) (\$)	Option Awards(3) (\$)	Non-equity incentive plan compensation(4) (\$)	Total (\$)
Xunkai Gong	2025	500,000	1,250,000	1,249,998	563,863	3,563,861
<i>Executive Chairman</i>	2024	450,000	999,998	1,000,000	521,550	2,971,548
	2023	400,000	499,998	499,999	416,400	1,816,397
Tianyi Jiang	2025	450,000	1,000,003	999,999	507,477	2,957,478
<i>Chief Executive Officer</i>	2024	450,000	999,998	1,000,000	521,550	2,971,548
	2023	450,000	499,998	499,999	374,760	1,824,757
Brian Michael Brown	2025	380,000	1,299,990 ⁽⁵⁾	-	428,536	2,108,526
<i>Chief Legal and Compliance Officer</i>	2024	365,000	999,998	-	423,000	1,787,998
	2023	350,000	750,000	250,001	364,350	1,714,351
James Caci	2025	400,000	1,999,991	-	405,981	2,805,972
<i>Chief Financial Officer</i>	2024	375,000	1,599,984	-	391,000	2,365,984
	2023	350,000	1,049,999	350,001	327,915	2,077,915

- (1) Salary amounts reflect the actual base salary payments made in fiscal years 2025, 2024 and 2023, as applicable to the named executive officer.
- (2) The amounts reported in this column represent the aggregate grant date fair value of (1) RSU grants awarded to Mr. Brown and Mr. Caci in 2025 and to all named executive officers in 2024 and 2023, calculated by reference to the closing price of our common stock on the grant date of such awards (March 14, 2025; March 5, 2024; and March 13, 2023, respectively) as reported on Nasdaq and calculated in accordance with FASB ASC Topic 718, and (2) Performance-based RSU grants awarded to all named executive officers in 2024 and 2025, calculated by reference to the closing price of our common stock on the grant date of the awards (March 14, 2025) as reported on Nasdaq and calculated in accordance with FASB ASC Topic 718.
- (3) The amounts reported in this column represent the aggregate grant date fair value of time-based option grants awarded in 2025, 2024 and 2023, calculated in accordance with FASB ASC Topic 718. Such grant date fair values do not take into account any estimated forfeitures related to service-vesting conditions. This calculation assumes that the named executive officer will perform the requisite service for the award to vest in full as required by SEC rules.
- (4) The amounts reported in this column represent performance-based bonuses paid under the AIP for 2025, 2024 and 2023.
- (5) This amount reported excludes a \$12,964 award that was granted due to a change in capital structure in MaivenPoint Pte. Ltd. ("**MaivenPoint**"), a wholly-owned subsidiary of AvePoint, Inc. As a result of listing "AVP" on SGX, existing optionholders of MaivenPoint received an equivalent value of shares of our common stock that maintained the existing vesting schedule from the original grant date.

See the "Compensation Discussion and Analysis" above for a description of the material terms of each grant disclosed in the table above.

Grants of Plan-Based Awards in Fiscal Year 2025

The following table shows all plan-based awards granted to the named executive officers during fiscal year 2025. In accordance with SEC rules, this table presents performance awards as having been granted in the year in which the performance goals were established, and if an award has multiple performance periods, the portion relating to each performance period is treated as a separate grant. The equity awards granted in fiscal year 2025 identified in the table below are also reported in “*Outstanding Equity Awards at December 31, 2025*.” For additional information regarding incentive plan awards, please refer to the “*Annual Incentive Plan*” and “*Long Term Equity Compensation*” sections of our “*Compensation Discussion and Analysis*.”

Named Executive Officer	Type of Award	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise Price of Option Awards (\$)	Grant Date Fair Value of Stock and Option Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)				
Xunkai Gong	Annual Incentive Plan Award	-	250,000	500,000	750,000	-	-	-	-
	PRSU	14-Mar-2025	-	-	-	85,266	-	-	1,250,000
	NQ Stock Option	14-Mar-2025	-	-	-	-	149,825	\$14.66	1,249,998
Tianyi Jiang	Annual Incentive Plan Award	-	225,000	450,000	675,000	-	-	-	-
	PRSU	14-Mar-2025	-	-	-	68,213	-	-	1,000,003
	NQ Stock Option	14-Mar-2025	-	-	-	-	119,860	\$14.66	999,999
Brian Michael Brown	Annual Incentive Plan Award	-	190,000	380,000	570,000	-	-	-	-
	PRSU	14-Mar-2025	-	-	-	22,169	-	-	324,998
	RSU	14-Mar-2025	-	-	-	66,507	-	-	974,993
James Caci	Annual Incentive Plan Award	-	180,000	360,000	540,000	-	-	-	-
	PRSU	14-Mar-2025	-	-	-	34,106	-	-	499,994
	RSU	14-Mar-2025	-	-	-	102,319	-	-	1,499,997

Outstanding Equity Awards at December 31, 2025

Named Executive Officer	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares that Have Not Vested (#)	Market Value of Shares that Have Not Vested (\$)(1)
Xunkai Gong	01-Jul-2016	949,442	-(2)	\$1.3357	01-Jul-2026	-	-
	10-Jan-2019	521,487	-(3)	\$1.5866	10-Jan-2029	-	-
	12-Aug-2020	2,304,377	-(4)	\$3.9049	12-Aug-2030	-	-
	01-Sep-2021	749,888	-(5)	\$9.64	01-Sep-2031	-	-
	21-Mar-2022	129,610	8,640(6)	\$5.88	21-Mar-2032	-	-
	21-Mar-2022	-	-	-	-	11,957(7)	166,083
	13-Mar-2023	138,160	62,799(6)	\$4.22	13-Mar-2033	-	-
	13-Mar-2023	-	-	-	-	37,025(7)	514,277
	05-Mar-2024	102,795	132,165(6)	\$7.46	05-Mar-2034	-	-
	05-Mar-2024	-	-	-	-	134,048(8)	1,861,927
	14-Mar-2024	-	149,825(6)	\$14.66	14-Mar-2035	-	-
	14-Mar-2024	-	-	-	-	85,266(9)	1,184,345
	12-Aug-2020	1,419,493	-(4)	\$3.9049	12-Aug-2030	-	-
	01-Sept-2021	749,888	-(5)	\$9.64	01-Sept-2031	-	-
Tianyi Jiang	21-Mar-2022	129,610	8,640(6)	\$5.88	21-Mar-2032	-	-
	21-Mar-2022	-	-	-	-	11,957(7)	166,083
	13-Mar-2023	138,160	62,799(6)	\$4.22	13-Mar-2033	-	-
	13-Mar-2023	-	-	-	-	37,025(7)	514,277
	05-Mar-2024	102,795	132,165(6)	\$7.46	05-Mar-2034	-	-
	05-Mar-2024	-	-	-	-	134,048(8)	1,861,927
	14-Mar-2025	-	119,860(6)	\$14.66	14-Mar-2035	-	-
	14-Mar-2025	-	-	-	-	68,213(9)	947,479
	01-Jul-2016	1,803	-(2)	\$1.3357	01-Jul-2026	-	-
	10-Jan-2019	391,113	-(3)	\$1.5866	10-Jan-2029	-	-
Brian Brown	12-Aug-2020	1,077,168	-(4)	\$3.9049	12-Aug-2030	-	-
	01-Sep-2021	624,906	-(5)	\$9.64	01-Sep-2031	-	-
	21-Mar-2022	37,155	2,477(6)	\$5.88	21-Mar-2032	-	-
	21-Mar-2022	-	-	-	-	3,427(7)	47,601
	13-Mar-2023	69,080	31,400(6)	\$4.22	13-Mar-2033	-	-
	13-Mar-2023	-	-	-	-	55,537(7)	771,409
	05-Mar-2024	-	-	-	-	33,512(8)	465,482
	05-Mar-2024	-	-	-	-	56,549	785,466
	14-Mar-2025	-	-	-	-	22,169(9)	307,927
	14-Mar-2025	-	-	-	-	66,507(7)	923,782
	30-Dec-2025	-	-	-	-	928(10)	12,964
	21-Mar-2022	77,766	5,184(6)	\$5.88	21-Mar-2032	-	-
	21-Mar-2022	-	-	-	-	7,174(7)	99,647
	13-Mar-2023	96,712	43,960(6)	\$4.22	13-Mar-2033	-	-
	13-Mar-2023	-	-	-	-	77,754(7)	1,080,003
James Caci	05-Mar-2024	-	-	-	-	53,618(8)	744,754
	05-Mar-2024	-	-	-	-	90,480(7)	1,256,767
	14-Mar-2025	-	-	-	-	34,106(9)	473,732
	14-Mar-2025	-	-	-	-	102,319(7)	1,421,211

- (1) The values presented in this column were valued using the closing stock price on December 31, 2025, which was \$13.79 per share.
- (2) This award was fully vested as of July 1, 2020.
- (3) This award was fully vested as of January 10, 2020.
- (4) This award was fully vested as of August 12, 2024.
- (5) This award was fully vested as of September 1, 2025.
- (6) This option award vests as to 25% of the shares underlying the option on the first anniversary of the date of grant, with the remainder vesting in 12 equal quarterly installments thereafter.
- (7) This RSU award vests as to 25% of the shares on the first anniversary of the date of grant, with the remainder vesting in 12 equal quarterly installments thereafter.
- (8) This PRSU award has a four-year vesting period, vesting half after 2 years, with the remaining half vesting quarterly over the next 8 quarters and is dependent on the achievement of specific performance targets, which will ultimately determine the actual number of vested shares. As of February 2026, the performance modifier has been certified by the Compensation Committee to be 133.2%, and the resulting award has been modified by this amount and converted to an RSU award.
- (9) This PRSU award has a three-year cliff vesting period and is dependent on the achievement of specific performance targets, which will ultimately determine the actual number of vested shares.
- (10) This RSU award was granted due to a change in capital structure in MaivenPoint. As a result of listing “AVP” on SGX, existing optionholders of MaivenPoint received an equivalent value in “AVPT” stock that maintained the existing vesting schedule from the original grant date.

Option Exercises and Stock Vested in Fiscal Year 2025

This table provides information on an aggregate basis about stock awards that vested during the fiscal year ended December 31, 2025 for each of the named executive officers.

The value realized on exercise of stock awards is based on the closing market price of our common stock as reported on Nasdaq at the time of exercise. The value realized on vesting of stock awards is based on the closing market price of our common stock as reported on Nasdaq on the vesting date of the stock-settled awards.

Named Executive Officer	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Xunkai Gong	-	-	135,802	2,178,596
Tianyi Jiang	3,144,647	36,842,814	135,802	2,178,596
Brian Michael Brown	51,000	696,069	150,755	2,401,763
James Caci	-	-	161,278	2,515,740

Pension Benefits

Our named executive officers did not participate in, or otherwise receive any benefits under, any pension or retirement plan sponsored by us during 2025.

Nonqualified Deferred Compensation

Our named executive officers did not participate in, or earn any benefits under, a nonqualified deferred compensation plan sponsored by us during 2025.



Employment Agreements

In January of 2021, we entered into employment agreements with three of our named executive officers: Xunkai Gong, who serves as our Executive Chairman; Tianyi Jiang, who serves as our Chief Executive Officer; and Brian Michael Brown, who serves as our Chief Legal and Compliance Officer. In February of 2025, we entered into a new employment agreement with James Caci, who serves as our Chief Financial Officer.

For a discussion of the severance pay and other benefits to be provided in connection with a termination of employment under the arrangements with our named executive officers, please see “*Potential Payments Upon Termination or Change in Control*” below.

Term. The employment agreements with each of the named executive officers provide for at-will employment for an initial term of three years. Following the initial term, the employment agreements will automatically renew for successive one-year terms unless either party provides the other with at least 60 days’ notice of intent not to renew before the expiration of the applicable term.

Annual Bonus (Non-Equity Incentive Plan Compensation in the “Summary Compensation Table” above). Each named executive officer is eligible to receive an annual cash bonus with a target amount equal to a percentage of their then current annual base salary (as described in the “*Compensation Discussion and Analysis*” section), payable dependent on the achievement of corporate performance goals as established by our Compensation Committee, and such named executive officer’s continued performance of services through December 31 of the applicable bonus year.

Equity Awards. The named executive officers are also eligible to receive awards of stock options or other equity awards pursuant to any plans or arrangements maintained by us. Such equity awards are subject to accelerated vesting upon certain circumstances as discussed in “*Potential Payments Upon Termination or Change in Control*” below.

Benefits. Each of the named executive officers are eligible to participate in our standard employee benefit plans and programs.

Potential Payments Upon Termination or Change in Control

This table shows the amounts that would have been payable to our named executive officers on December 31, 2025, upon a termination of employment without Cause, or a termination of employment by a named executive officer for Good Reason, or a change in control, or a termination due to retirement, or a termination due to death or disability, pursuant to our executive employment agreements. The equity values presented in the table below were valued using the closing stock price on December 31, 2025, which was \$13.79 per share.

Named Executive Officer	Without Cause (\$)	For Good Reason (\$)	Change in Control (\$)	Retirement (\$)	Death or Disability (\$)
Xunkai Gong	6,562,778	6,562,778	5,870,183	-	-
Tianyi Jiang	5,384,506	5,384,506	5,633,317	-	-
Brian Michael Brown	3,922,639	3,922,639	3,792,312	-	-
James Caci	4,033,348	4,033,348	5,789,626	-	-



- (1) Amounts included under the “Without Cause” and “For Good Reason” columns for Xunkai Gong include an amount equal to his then current base salary and annual bonus (based on the average of the annual bonus earned in the two years prior to termination) for twenty-four (24) months, less all applicable withholdings and deductions, and paid in equal installments beginning on the Company’s first regularly scheduled payroll date following the release effective date, with the remaining installments occurring on the Company’s regularly scheduled payroll dates thereafter. Xunkai Gong would also be eligible for continued coverage under the Consolidated Omnibus Budget Reconciliation Act of 1985 (“**COBRA**”) for himself and his dependents under the Company’s group health plans following such termination, then the Company will pay the COBRA premiums necessary to continue Mr. Gong’s and his covered dependents’ health insurance coverage in effect on the termination date until the earliest of: (i) twenty-four (24) months following the termination date; (ii) the date when he becomes eligible for substantially equivalent health insurance coverage in connection with new employment or self-employment; or (iii) the date he ceases to be eligible for COBRA continuation coverage for any reason, including plan termination (such period from the termination date through the earlier of (i)-(iii), the “**COBRA Payment Period**”). Notwithstanding the foregoing, if at any time the Company determines that its payment of COBRA premiums on Mr. Gong’s behalf would result in a violation of applicable law (including, but not limited to, the 2010 Patient Protection and Affordable Care Act, as amended by the 2010 Health Care and Education Reconciliation Act), then in lieu of paying COBRA premiums, the Company shall pay Mr. Gong on the last day of each remaining month of the COBRA Payment Period, a fully taxable cash payment equal to the COBRA premium for such month, subject to applicable tax withholding, for the remainder of the COBRA Payment Period. Additionally, each unvested equity award (excluding any equity award subject to the achievement of any performance-based or other similar vesting criteria) then held by Mr. Gong will immediately accelerate vesting and, to the extent applicable, exercisability, as to the number of shares that would have become vested had he remained employed by the Company through the date that is eighteen (18) months following his termination date.
- (2) Amounts included under the “Without Cause” and “For Good Reason” columns for Tianyi Jiang and Brian Michael Brown include an amount equal to their then current base salary and annual bonus (based on the average of the annual bonus earned in the two years prior to termination) for eighteen (18) months, less all applicable withholdings and deductions, and paid in equal installments beginning on the Company’s first regularly scheduled payroll date following the release effective date, with the remaining installments occurring on the Company’s regularly scheduled payroll dates thereafter. Tianyi Jiang and Brian Michael Brown would be eligible for continued coverage under the COBRA for themselves and their dependents under the Company’s group health plans following such termination, then the Company will pay the COBRA premiums necessary to continue their and their covered dependents’ health insurance coverage in effect on the termination date until the earliest of: (i) eighteen (18) months following the termination date; (ii) the date when they become eligible for substantially equivalent health insurance coverage in connection with new employment or self-employment; or (iii) the date they cease to be eligible for COBRA continuation coverage for any reason, including plan termination (such period from the termination date through the earlier of (i)-(iii), COBRA Payment Period). Notwithstanding the foregoing, if at any time the Company determines that its payment of COBRA premiums on either Dr. Jiang’s and Mr. Brown’s behalf would result in a violation of applicable law (including, but not limited to, the 2010 Patient Protection and Affordable Care Act, as amended by the 2010 Health Care and Education Reconciliation Act), then in lieu of paying COBRA premiums, the Company shall pay him on the last day of each remaining month of the COBRA Payment Period, a fully taxable cash payment equal to the COBRA premium for such month, subject to applicable tax withholding, for the remainder of the COBRA Payment Period. Additionally, each unvested equity award (excluding any equity award subject to the achievement of any performance-based or other similar vesting criteria) then held by Dr. Jiang and Mr. Brown will immediately accelerate vesting and, to the extent applicable, exercisability, as to the number of shares that would have become vested had they remained employed by the Company through the date that is eighteen (18) months following the termination date.
- (3) Amounts included under the “Without Cause” and “For Good Reason” columns for James Caci includes an amount equal to the his then current base salary and annual bonus (based on the average of the annual bonus earned in the two years prior to termination) for twelve (12) months, less all applicable withholdings and deductions, and paid in equal installments beginning on the Company’s first regularly scheduled payroll date following the release effective date, with the remaining installments occurring on the Company’s regularly scheduled payroll dates thereafter. James Caci would be eligible for continued coverage under the COBRA for themselves and their dependents under the Company’s group health plans following such termination, then the Company will pay the COBRA premiums necessary to continue their and their covered dependents’ health insurance coverage in effect on the termination date until the earliest of: (i) twelve (12) months following the termination date; (ii) the date when they become eligible for substantially equivalent health insurance coverage in connection with new employment or self-employment; or (iii) the date they cease to be eligible for COBRA continuation coverage for any reason, including plan termination (such period from the termination date through the earlier of (i)-(iii), COBRA Payment Period). Notwithstanding the foregoing, if at any time the Company determines that its payment of COBRA premiums on Mr. Caci’s behalf would result in a violation of applicable law (including, but not limited to, the 2010 Patient Protection and Affordable Care Act, as amended by the 2010 Health Care and Education Reconciliation Act), then in lieu of paying COBRA premiums, the Company shall pay him on the last day of each remaining month of the COBRA Payment Period, a fully taxable cash payment equal to the COBRA premium for such month, subject to applicable tax withholding, for the remainder of the COBRA Payment Period. Additionally, each unvested equity award (excluding any equity award subject to the achievement of any performance-based or other similar vesting criteria) then held by Mr. Caci will immediately accelerate vesting and, to the extent applicable, exercisability, as to the number of shares that would have become vested had they remained employed by the Company through the date that is twelve (12) months following the termination date.
- (4) Amounts included under the “Change in Control” column for Xunkai Gong, Tianyi Jiang, James Caci and Brian Michael Brown include the acceleration in full of the employee’s equity awards, provided the employee remains in continuous service through the closing of a Change in Control, or the employee is terminated without Cause or resigns for Good Reason during the three-month period immediately prior to the closing of a Change in Control. For the purposes of PRSUs, value has been assigned at target based on the grant, with final determination set by the performance modifier, unless the modifier has been previously confirmed by the Board of Directors or authorized representation.

Equity Compensation Plan Information

The following table sets forth the following information as of December 31, 2025, for all equity compensation plans previously approved by AvePoint’s stockholders:

- the number of securities to be issued upon the exercise of outstanding options, warrants and rights;
- the weighted average exercise price of such outstanding options, warrants and rights; and
- other than securities to be issued upon the exercise of such outstanding options, warrants and rights, the number of securities remaining available for future issuance under the plans. The following table shows certain information with respect to all of our equity compensation plans in effect as of December 31, 2025:

Equity compensation plans approved by stockholders	Number of securities to be issued upon exercise of outstanding RSUs and stock options (a)	Weighted-average exercise price of outstanding stock options (b)	Weighted-average grant date fair value of outstanding RSUs (c)	Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (a)) (d)
AvePoint, Inc. 2021 Equity Incentive Plan ⁽¹⁾⁽²⁾	13,851,050	\$7.49	\$11.66	36,286,900
AvePoint, Inc. 2016 Equity Incentive Plan	11,470,224	\$2.97	NA	0 ⁽³⁾

- (1) The 2021 Plan, which was approved by AvePoint’s stockholders, is described in “*Note 16 – Stock-Based Compensation*” to our financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2025.
- (2) The number of shares reserved for issuance under the 2021 Plan automatically increases on January 1st of each year, beginning January 1, 2022, and continuing through January 1, 2031, by the lesser of (a) 5.0% of the total number of shares of the Company’s common stock outstanding on December 31st of the immediately preceding fiscal year or (b) a lesser number determined by the Board prior to the applicable January 1st.
- (3) As of the effective date of the 2021 Plan, no further stock awards have been or will be made under the AvePoint, Inc. 2016 Equity Incentive Plan.

CEO Pay Ratio

For fiscal year 2025, the annual total compensation for the median employee of the Company (other than our CEO) was \$35,310 and the annual total compensation of our CEO was \$2,957,478. Based on this information, for fiscal year 2025 the ratio of the annual total compensation of our CEO to the annual total compensation of the median employee was 84 to 1. This ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K under the Securities Exchange Act of 1934.

We have elected to use the same median employee identified in our fiscal year 2023 pay ratio calculation in accordance with the requirements of Item 402 of Regulation S-K. There has been no change in our employee population or employee compensation arrangements that we reasonably believe would result in a significant change to our CEO pay ratio disclosure. Please refer to our 2024 proxy statement for information regarding the process we utilized to identify the median employee.



The Company's Compensation Policies and Practices as They Relate to Risk

The Company does not believe that its compensation policies and practices create risks that are reasonably likely to have a material adverse effect on AvePoint. The annual cash incentive compensation plan described in the “*Compensation Discussion and Analysis*” section above is based upon achievement of annual financial targets, and potential cash incentive compensation opportunities are tempered so as not to place a disproportionate incentive on short-term financial results. In addition, the long-term equity incentive plan provides appropriate motivation to achieve long-term financial results as well, given that the ultimate value of the award is based upon the future value of AvePoint's stock, and such awards constitute a significant portion of each executive's total compensation package. The Company has constructed the performance factors in short- and long-term performance plans such that they balance focus on performance metrics with strong links to stockholder value creation and overall company performance, which we believe avoids any potential risks that may result from an imbalance in performance metrics.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our executive officers, directors and the holders of more than 10% of our common stock to file with the SEC initial reports of ownership of our common stock and other equity securities on a Form 3 and reports of changes in such ownership on a Form 4 or Form 5. To our knowledge, based solely on a review of reports filed pursuant to Section 16(a) and written representations by the persons required to file these reports, all filing requirements of Section 16(a) were satisfied on a timely basis with respect to fiscal year 2025, with the exception of the late filing, due to administrative error, of one Form 4 for Mr. Epstein reporting the acquisition of shares in connection with a distribution of shares on February 11, 2025 and filed on March 17, 2025.



Information About the Meeting and Security Ownership	Corporate Governance	Named Executive Officers	Pay Versus Performance Disclosure	Audit Committee Matters	Proposals to be Voted on During the Meeting
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In the below Pay Versus Performance Table, we provide information about the compensation of our named executive officers (“**NEOs**”) and the results of certain financial performance measures for each of the last five fiscal years. The amounts shown below are calculated in accordance with Rule 402(v) of Regulation S-K. For further information concerning our pay-for-performance philosophy and how we align executive compensation with our performance, refer to our “*Compensation Discussion and Analysis*”.

Year	Summary Compensation Table Total for PEO(1) (\$)	Compensation Actually Paid to PEO(2) (\$)	Average Summary Compensation Table Total for Non-PEO NEOs(1) (\$)	Average Compensation Actually Paid to Non-PEO NEOs(2) (\$)	Value of Initial Fixed \$100 Investment Based on:		Net Income (in millions) (\$)	Company Selected Measure: ARR (in millions) (\$)
					TSR	Peer Group TSR		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
2025	2,957,478	473,267	2,826,120	1,319,081	116.23	135.33	35.1	416.8
2024	2,971,548	16,004,952	2,375,243	10,994,120	134.78	125.95	(29.0)	327.0
2023	1,824,757	8,144,996	1,869,554	5,193,364	68.70	114.01	(21.5)	264.5
2022	2,202,003	(3,454,799)	1,539,835	(938,597)	34.39	68.13	(38.7)	214.7
2021	6,783,290	(23,866,881)	4,569,544	(3,833,254)	52.64	108.35	(33.2)	167.2

- (1) Dr. Tianyi Jiang was our principal executive officer (“**PEO**”) for all of fiscal years 2021, 2022, 2023, 2024 and 2025. The other NEOs were Xunkai Gong, Brian Michael Brown and James Caci for all of fiscal years 2021, 2022, 2023, 2024 and 2025.
- (2) The following table shows the amounts deducted from and added to the Summary Compensation Table (“**SCT**”) total compensation to calculate “compensation actually paid” to our PEO and non-PEO NEOs in accordance with the pay versus performance rules. There were no equity awards that failed to meet vesting conditions during 2021, 2022, 2023, 2024 or 2025 for any of our NEOs.

Year	Named Executive Officer	SCT Total for Covered Year (\$)	Subtract Stock Award and Option Award Value as Reported in SCT for Covered Year (\$)	Add Covered Year-End Value of Awards Granted in Covered Year and Outstanding and Unvested as of Covered Year-End (\$)	Change in Value as of Covered Year-End (as Compared to Prior Year-End) of Equity Awards Granted Prior to Covered Year and Outstanding and Unvested as of Covered Year-End (\$)	Change in Value as of Covered Year-End (as Compared to Prior Year-End) of Equity Awards Granted Prior to Covered Year that Vested During Covered Year (\$)	Compensation Actually Paid (\$)
2025	PEO	2,957,478	2,000,001	855,186	(1,129,411)	(209,985)	473,267
	Non-PEO NEOs	2,826,120	1,933,326	1,402,841	(804,364)	(172,189)	1,319,081
2024	PEO	2,971,548	999,997	6,092,322	6,083,967	1,857,112	16,004,952
	Non-PEO NEOs	2,375,243	933,332	3,948,812	4,423,583	1,179,814	10,994,120
2023	PEO	1,824,757	999,997	1,774,572	3,620,209	1,925,456	8,144,996
	Non-PEO NEOs	1,869,554	1,133,333	2,079,554	1,634,493	743,096	5,193,364
2022	PEO	2,202,003	1,500,003	786,354	(3,564,175)	(1,378,978)	(3,454,799)
	Non-PEO NEOs	1,539,835	943,335	494,529	(1,439,197)	(590,430)	(938,597)
2021	PEO	6,783,290	6,069,290	1,957,467	(13,271,309)	(13,267,039)	(23,866,881)
	Non-PEO NEOs	4,569,544	4,042,342	1,413,726	(4,924,198)	(849,984)	(3,833,254)

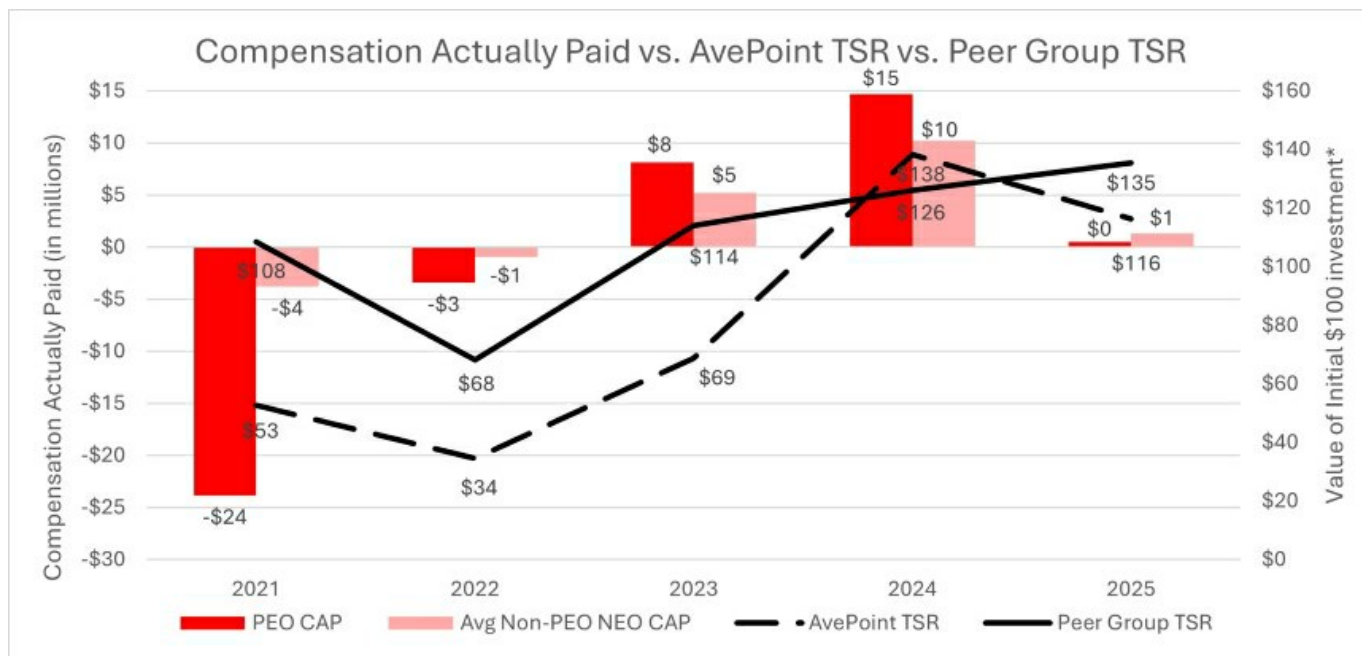
Financial Performance Measures

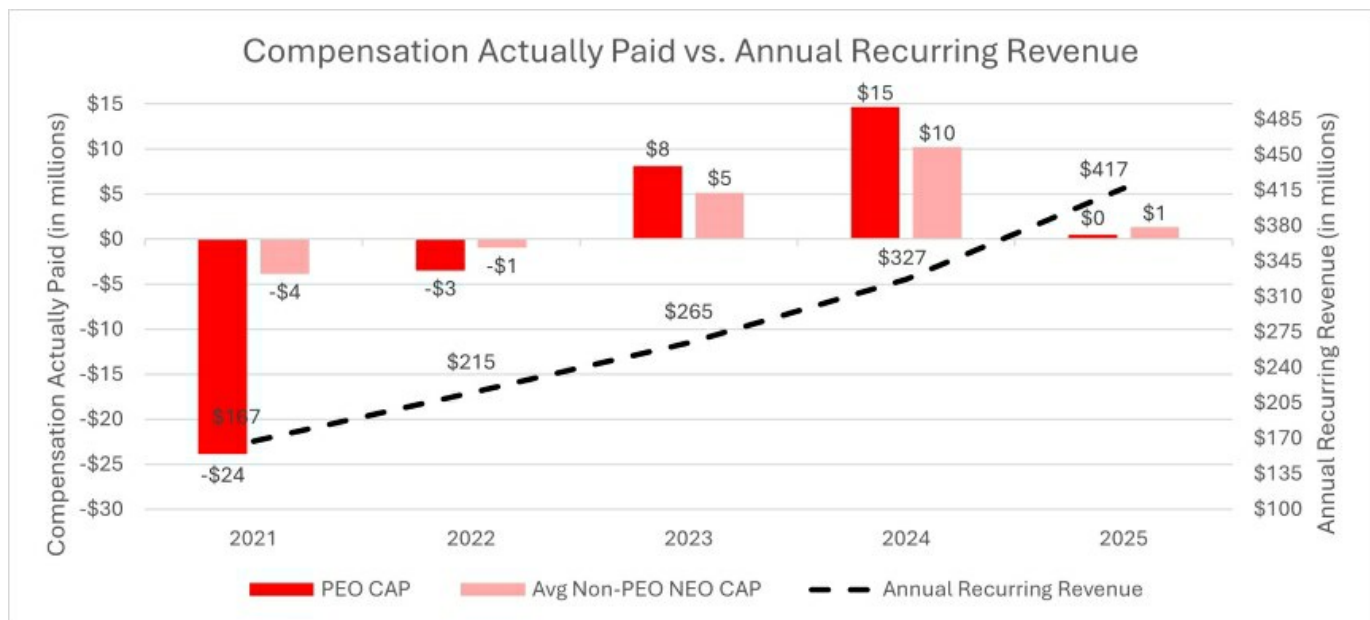
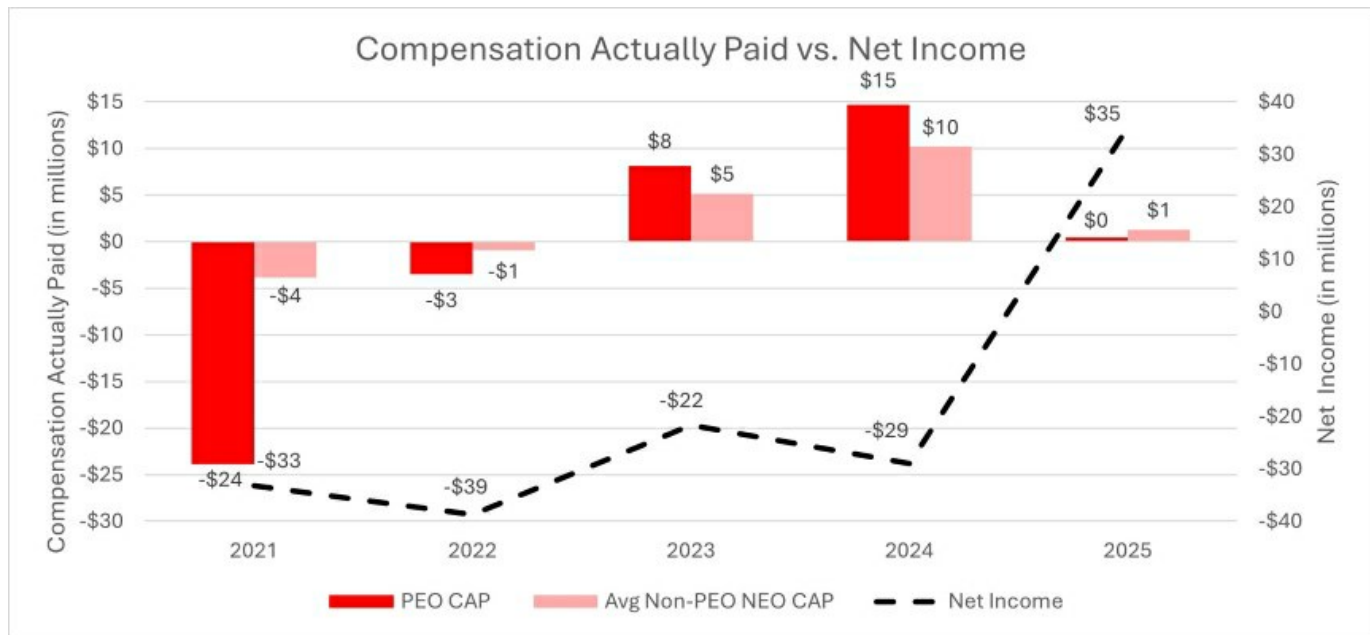
In accordance with the pay versus performance rules, the following table lists the financial performance measures that, in the Company’s assessment, represent the most important financial performance measures used to link “compensation actually paid” to our NEOs for the fiscal year 2025, to the Company performance, as further described in our “*Compensation Discussion and Analysis*”.

Most Important Performance Measures	
Annual Recurring Revenue (Company Selected)	
Net Income	
Total Revenue	

Relationship Between Compensation Actually Paid and TSR, Peer Group TSR, Net Income and ARR

The following graphs show how compensation actually paid to our PEO and other NEOs compare to the Company’s TSR, peer group TSR, Net Income, and Annual Recurring Revenue.





Information About the Meeting and Security Ownership	Corporate Governance	Named Executive Officers	Pay Versus Performance Disclosure	Audit Committee Matters	Proposals to be Voted on During the Meeting
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Report of the Audit Committee of the Board of Directors of AvePoint, Inc.

John Ho, Janet Schijns, and Jeff Teper are the members of the Audit Committee. Each member of the Audit Committee is considered independent under the Nasdaq listing standards and under the SEC's audit committee independence standards. Mr. Ho serves as Chair of the Audit Committee.

The Audit Committee operates under a written charter adopted by AvePoint's Board.

During the fiscal year ended December 31, 2025, the Audit Committee of the Board reviewed with AvePoint's financial managers and Deloitte, AvePoint's independent registered public accounting firm, the scope of the annual audit and audit plans, the results of internal and external audit examinations, the evaluation of AvePoint's system of internal controls, the quality of AvePoint's financial reporting, and AvePoint's process for legal and regulatory compliance. The Audit Committee also monitored the progress and results of the testing of internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, as amended.

Management is responsible for AvePoint's system of internal controls, the financial statements and the financial reporting process, and the assessment of the effectiveness of internal control over financial reporting. Deloitte is responsible for performing an integrated audit and issuing opinions on AvePoint's consolidated financial statements and internal control over financial reporting. As provided in its charter, the Audit Committee's responsibilities include monitoring and overseeing these processes. The Audit Committee has reviewed and discussed the audited consolidated financial statements for the fiscal year ended December 31, 2025, with management. The review included, among other things:

- Deloitte's reports to the Audit Committee regarding the conformity of AvePoint's consolidated financial statements with U.S. Generally Accepted Accounting Principles;
- Areas of audit emphasis, particularly those presenting the greatest risk of material misstatement to AvePoint's consolidated financial statements;
- The process used by management in formulating particularly sensitive accounting estimates and the basis for Deloitte's conclusions regarding the reasonableness of these estimates;
- The existence of audit adjustments and uncorrected consolidated financial statement misstatements;
- The existence of deficiencies in the internal control over financial reporting and relevant remediation plan; and
- Other material written communications between the independent registered public accounting firm and management.

Deloitte also communicated to the Audit Committee in writing any relationships between Deloitte and AvePoint and persons in financial reporting oversight roles at AvePoint and provided confirmation of their independence with respect to AvePoint as required under the Public Company Accounting Oversight Board (the "PCAOB") rules and relevant professional and regulatory standards.

Consistent with this oversight responsibility, Deloitte reports directly to the Audit Committee. The Audit Committee appointed Deloitte as AvePoint's independent registered public accounting firm and approved the firm's compensation.

The Audit Committee discussed with Deloitte the matters required to be discussed by the SEC and the PCAOB. In addition, the Audit Committee has received from Deloitte the written disclosures and the letter required by the applicable requirements of the PCAOB regarding the independent accountants' communications with the Audit Committee concerning independence and discussed with Deloitte the firm's independence from AvePoint and its management.

In reliance on the review and discussions referred to above, the Audit Committee recommended to the Board, and the Board has approved, the inclusion of the audited consolidated financial statements in AvePoint's Annual Report on Form 10-K for the fiscal year ended December 31, 2025, for filing with the SEC.

Respectfully submitted,

THE AUDIT COMMITTEE

John Ho, Chair
Janet Schijns
Jeff Teper



Independent Registered Public Accounting Firm

Principal Accountant Fees and Services

The Board approved the appointment of Deloitte as AvePoint's independent registered accounting firm for the fiscal years ending December 31, 2025 and December 31, 2024.

The following table presents the aggregate fees billed by Deloitte, as our principal accountant, for the fiscal years ended December 31, 2025 and 2024.

	2025	2024
Audit services	\$2,749,939	\$2,124,240
Audit-related services	\$269,205	\$489,276
Tax services	\$442,043	\$424,223
All other services	\$---	\$---
Total	\$3,461,187	\$3,037,739

Audit Services. Audit services include services performed by Deloitte to comply with the standards of the PCAOB related to the audit and review of our consolidated financial statements and internal control over financial reporting. The audit fees shown above for fiscal years 2025 and 2024 were incurred principally for services rendered in connection with the audit of our consolidated financial statements, associated SEC filings and quarterly reviews and internal control over financial reporting.

Audit-Related Services. Audit-related services include assurance and related services that are traditionally performed by independent registered public accounting firms outside of the PCAOB audit scope.

Tax Services. Tax services include services in connection with the preparation of our tax returns and corporate tax consultations.

All Other Services. All other services consist of permitted services other than those that meet the criteria above.

The Audit Committee concluded that the rendering of non-audit services by Deloitte is compatible with maintaining the independence of Deloitte.

Pre-Approval Policy

The Audit Committee has adopted policies and procedures for pre-approving all audit and non-audit work performed by Deloitte. In accordance with our policy and applicable SEC rules and regulations, the Audit Committee or its chair pre-approves all audit-related services, tax services, and other services provided to us by Deloitte ("Auditor Services"). Pre-approval is detailed as to the particular service or category of services. If Auditor Services are required prior to a regularly scheduled Audit Committee meeting and do not fall within the pre-approved services set forth in the pre-approval policy adopted by the Audit Committee, the Audit Committee chair is authorized to approve such services, provided that they are consistent with our policy and applicable SEC rules and regulations, and that the full Audit Committee is advised of such services at the next regularly scheduled Audit Committee meeting. Deloitte and management periodically report to the Audit Committee regarding the extent of the Auditor Services provided by Deloitte in accordance with this pre-approval, and the fees for the Auditor Services performed. All audit-related services, tax services and other services described above were pre-approved by the Audit Committee or the Audit Committee's chair, and the Audit Committee concluded that the provision of such services by Deloitte was compatible with the maintenance of that firm's independence.



Information About the Meeting and Security Ownership	Corporate Governance	Named Executive Officers	Pay Versus Performance Disclosure	Audit Committee Matters	Proposals to be Voted on During the Meeting
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Election of Directors

(Proposal 1)

The Company's Third Amended and Restated Certificate of Incorporation provides that the Board is to be divided into three classes of directors, with the classes to be as nearly equal in number as possible. The current terms of office of the three current classes of directors expire at this Annual Meeting for the "**Class II**" directors, at the annual meeting of stockholders in 2027 for the "**Class III**" directors, and at the annual meeting of stockholders in 2028 for the "**Class I**" directors. Upon the expiration of the term of office of each class, the nominees for such class will be elected for a term of three years to succeed the directors whose terms of office expire.

In accordance with the recommendation of the Nominating and Corporate Governance Committee, John Ho, Jeff Epstein and Brian M. Brown have been nominated by the Board for election to Class II with a three-year term that will expire at the annual meeting of stockholders in 2029. Each is an incumbent director.

Approval of Nominees

Approval of the nominees requires a plurality of the votes cast at the Annual Meeting, at which a quorum is present. The term "plurality" for purposes of election of directors means that the nominees who receive the greatest number of votes for each open seat will be elected. Votes may be cast in favor of the election of directors or withheld. Votes that are withheld will be counted for the purposes of determining the presence or absence of a quorum but will have no effect on the election of directors. The election of directors is a non-routine matter; therefore, brokers, banks and other nominees may not vote their shares in favor of director nominees if they have not received voting instructions from the beneficial owners of the shares. Broker non-votes will not be treated as votes cast on this matter, and therefore will not have any effect on the election of directors. If any of the nominees should become unable or unwilling to serve as a director, the persons named in the proxy intend to vote for the election of such substitute nominee for director as the Board may recommend. In lieu of designating a substitute, the Board may reduce the number of directors. It is not anticipated that any of the nominees will be unable or unwilling to serve as a director.

THE BOARD UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS OF AVEPOINT VOTE FOR THE ELECTION OF THE NOMINEES TO SERVE AS DIRECTORS.



Advisory Vote on Executive Compensation

(Proposal 2)

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, or the Dodd-Frank Act, enables our stockholders to vote to approve, on an advisory (non-binding) basis, the compensation of our named executive officers as disclosed in this Proxy Statement, in accordance with the SEC's rules.

As described in detail in the "*Compensation Discussion and Analysis*" section, our executive compensation programs are designed to attract, motivate, and retain our named executive officers, who are critical to our success. Under these programs, our named executive officers are rewarded for the achievement of specific annual, long-term and strategic goals, corporate goals, and the realization of increased stockholder value. Please read the "*Compensation Discussion and Analysis*" section above for additional details about our executive compensation programs, including information about the fiscal year 2025 compensation of our named executive officers.

The Compensation Committee periodically reviews the compensation programs for our named executive officers to determine and confirm that they achieve (and continue to achieve) the desired goals of aligning our executive compensation structure with our stockholders' interests and current market practices.

We are asking our stockholders to indicate their support for our named executive officer compensation as described in this Proxy Statement. This proposal, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to vote on our named executive officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this Proxy Statement.

The say-on-pay vote is advisory, and therefore not binding on AvePoint, the Compensation Committee or our Board. Our Board and our Compensation Committee value the opinions of our stockholders, and the Compensation Committee will consider the results of the vote in future decisions relating to executive compensation.

We hold such advisory votes on executive compensation each year and will hold another advisory vote at our 2026 Annual Meeting of Stockholders.

Approval of Proposal 2

Approval of this proposal will require the affirmative vote of holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on such matter at the Annual Meeting. Abstentions from voting on this proposal will have the same effect as a vote against this proposal. Brokers may vote their shares on this proposal if they have voting instructions from the beneficial owners of the shares. Broker non-votes will not be treated as votes cast on this matter, and therefore will not have any effect on determining the outcome.

THE BOARD UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS OF AVEPOINT VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT.



Appointment of Independent Public Accounting Firm

(Proposal 3)

The Audit Committee of the Board has appointed Deloitte as AvePoint's independent registered public accounting firm for AvePoint's fiscal year ending December 31, 2026. The Board is submitting this appointment for stockholder ratification at the Annual Meeting.

A representative of Deloitte will attend the annual meeting, will have the opportunity to make a statement and will be available to respond to appropriate questions from stockholders.

The Company's Bylaws do not require that stockholders ratify the appointment of Deloitte as AvePoint's independent registered public accounting firm. The Company is asking its stockholders to ratify this appointment because it believes such a proposal is a matter of good corporate practice. If the stockholders do not ratify the appointment of Deloitte, the Audit Committee will reconsider whether or not to retain Deloitte as AvePoint's independent registered public accounting firm but may determine to do so. Even if the appointment of Deloitte is ratified by the stockholders, the Audit Committee may change the appointment at any time if it determines that a change would be in the best interests of AvePoint and its stockholders.

Approval of Proposal 3

Approval of this proposal will require the affirmative vote of holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on such matter at the annual meeting. Abstentions from voting on this proposal will have the same effect as a vote against this proposal. Broker non-votes will not be treated as votes cast on this matter, and therefore will not have any effect on determining the outcome.

THE BOARD UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS OF AVEPOINT VOTE FOR THE RATIFICATION OF THE APPOINTMENT OF DELOITTE AS AVEPOINT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2026 FISCAL YEAR.



Other Matters

The Board does not intend to present to the Annual Meeting any other matters not referred to above and does not presently know of any matters that may be presented to the meeting by others. If other matters are properly brought before the meeting, the persons named in the enclosed proxy will vote on such matters in their own discretion.

By Order of the Board of Directors,



Tianyi Jiang
Chief Executive Officer



Brian M. Brown
*Chief Legal and Compliance Officer
and Secretary*

Dated: March 13, 2026





AVEPOINT, INC.
907 EAST BYRD STREET, STE. 900
RICHMOND, VA 23219



SCAN TO
VIEW MATERIALS & VOTE



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 P.M. ET on May 4, 2026. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/AVPT2026

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 P.M. ET on May 4, 2026. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V87387-P49777

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

AVEPOINT, INC.

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

Nominees:

- 01) Brian Michael Brown
- 02) Jeff Epstein
- 03) John Ho

For All	Withhold All	For All Except
☐	☐	☐

To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.

The Board of Directors recommends you vote FOR proposals 2 and 3.

2. To approve, on a non-binding advisory basis, the compensation of our named executive officers.

3. To ratify the appointment of Deloitte & Touche LLP as AvePoint, Inc.'s independent registered public accounting firm for the 2026 fiscal year.

For	Against	Abstain
☐	☐	☐
☐	☐	☐

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]	Date
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Signature (Joint Owners)	Date
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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement, Form 10-K and Shareholder Letter are available at www.proxyvote.com.

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AVEPOINT, INC.
Annual Meeting of Stockholders
May 5, 2026 9:00 AM ET
This proxy is solicited by the Board of Directors

The stockholder(s) hereby appoint(s) Brian Michael Brown and James Caci, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of Common stock of AVEPOINT, INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 9:00 AM ET on May 5, 2026, at the www.virtualshareholdermeeting.com/AVPT2026, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side