

Notice of the rights of the shareholders in accordance with section 109, 110, 118 and 119 of the stock corporation act

Supplementation of the agenda by shareholders in accordance with section “§ 110 AktG” (Stock Corporation Act)

Shareholders whose shares together amount to **5 % of the share capital** may request in writing that **additional items be included in the agenda** for this Annual General Meeting and that an announcement be made in this respect, provided such request is received by the company in writing no later than **August 1, 2011** and the shareholder have been holders of the shares for a period of at least three months before the application.

Such additional items of shareholders to be exclusively received at the address stated below:

Kapsch TrafficCom AG
Investor Relations
Attn. Mr. Marcus Handl
Am Europlatz 2
1120 Vienna, Austria

Proposals for resolutions put forward by the shareholders in accordance with section “§ 110 AktG” (Stock Corporation Act)

Shareholders whose shares put together reach 1 % of the share capital shall be in a position to submit proposals for resolution concerning any item of the agenda of this Annual General Meeting in written form and may request that these proposals together with the names of the relevant shareholders, justification and, possibly, a statement made by the Management Board or by the Supervisory Board be made available on the internet page of the Company. Please note that each proposed resolution shall be accompanied by a justification. Proposals shall only be considered if the Group receives the same in written form by August 10, 2011, at the latest. In the case of a proposal for the election of members of the Supervisory Board [re. TOP 6 Election to the Supervisory Board] the giving of reasons shall be replaced by a statement made by the person proposed in accordance with section “§ 87 para. 2 AktG” (Stock Corporation Act). In making such a statement, the person proposed in the aforementioned way has to disclose his/her special qualification, professional or comparable functions as well as all circumstances that might incur a bias. Any motions made by the shareholders in this context shall be addressed exclusively to

Kapsch TrafficCom AG
Investor Relations
Attn. Mr. Marcus Handl
Am Europlatz 2
1120 Vienna, Austria

or

via fax to +43 50811 1709

or

via e-mail ir.kapschtraffic@kapsch.net, whereas the request must be in a text format, e.g. PDF, and attached to the e-mail.

Every proposal for a resolution shall also be submitted in a German-language version.

In the case of deposited bearer shares, a safe custody receipt in accordance with section “§ 10a AktG” (Stock Corporation Act) shall serve as the required proof of ownership of the relevant share with a view to exercising the shareholder’s right.

Safe custody receipt in accordance with section § 10a of the Stock Corporation Act

The safe custody receipt must be issued by the depositary bank headquartered in a state which must be either a member state of the European Economic Area or a full member of the OECD.

The safe custody receipt shall in accordance with section “§ 10a AktG” (Stock Corporation Act) contain the following:

- Information on the issuer: name / name of company and address or a code used for transactions between banks (SWIFT code),
- Information on the shareholder: name / name of company, address, date of birth for individuals, register and register number for legal entities, if applicable
- Information on the shares: number of the shares held by the shareholder, ISIN AT000KAPSCH9,
- Deposit number and/or another description,
- Time to which the safe custody receipt refers.

The safe custody receipt shall be issued in German or English and shall be in written form.

Custody receipt to be exclusively received at one of the addresses stated below:

Via mail Kapsch TrafficCom AG
Investor Relations
Attn. Mr. Marcus Handl
Am Europlatz 2
1120 Vienna, Austria

Via SWIFT ... GIBAATWGGMS
(Message Type MT598; please state ISIN AT000KAPSCH9 in the text)

Via fax: +43 (1) 8900 500 - 68

Via e-mail anmeldung.kapsch@hauptversammlung.at, whereas the safe custody receipt must be in a text format, e.g. PDF, and attached to the e-mail

The safe custody receipt in terms of the required proof of shareholder characteristics in the context of exercising the shareholders' right in accordance with section "§ 109 AktG" (Stock Corporation Act) (supplement to the agenda) and "§ 110 AktG" (Stock Corporation Act) (proposals for resolutions put forward by the shareholders) shall be issued no later than 7 days before its presentation to the Company.

The safe custody receipt in terms of the required proof of shareholder characteristics in the context of exercising the shareholder's right in accordance with section "§ 109 AktG" (Stock Corporation Act) (supplement to the agenda) shall state that the applicant has been a shareholder since a point in time at least three months before his/ her application without any interruption.

Information concerning the right to information in accordance with section "§ 118 AktG" (Stock Corporation Act).

Upon request, each shareholder is entitled to receive information on the matters of the Company during the Annual General Meeting, to the extent such information is necessary for the proper evaluation of an item on the agenda. The right to information shall extend to the legal and business relations of the company (section "§ 244 UGB") (Entrepreneurs Act) the consolidated financial statements and the management report for the group are submitted, the right to information shall comprise the situation of the group as well as any companies incorporated in the consolidated financial statements.

Any information given shall comply to the principles of accountability as prudent and faithful.

Information may be withheld under the proviso that

1. it is deemed fit on the basis of a reasonable entrepreneurial assessment to cause significant harm to the enterprise or an associated enterprise, or if
2. disclosing such information would be actionable.

Please send any questions the answering of which requires extended preparation to Mr. Marcus Handl duly in advance of the Shareholders' Meeting in text form to safeguard that the meeting can be conducted in an economic manner. Questions can be sent to the company by e-mail addressed to ir.kapschtraffic@kapsch.net or by telefax sent to +43 50811 1709.

Information about the right of shareholders to present motions at the Annual General Meeting in accordance with section 119 AktG

Each shareholder is entitled to present motions regarding any agenda item at the Annual General Meeting. The prerequisite for this is the evidence of the right to participate pursuant to the invitation notice.

The following must be noted: individuals named as candidates to the Supervisory Board (Item 6 of the agenda) may only be proposed by shareholders who aggregate shareholding amounts to at least 1 % of the share capital. Shareholder requests of this kind will only be considered if they are received by the Company in writing no later than **August 10, 2011**. The proposal nominating a candidate to the Supervisory Board must be accompanied by a statement made by the proposed candidate pursuant to section 87 para. 2 AktG outlining his/her professional qualifications, professional or comparable functions as well as any circumstances that could give reason for concern in respect to any potential bias. Proposals for the election of members of the Supervisory Board together with the declarations in accordance with section 87, paragraph 2 of the Stock Corporation Act for each person proposed must be made available on the website of the Group no later than August 12, 2011; otherwise the persons may not be included in the election. Shareholders may also file motions to every other item on the agenda at the Annual General Meeting without previous notification required.