

Invitation

We would like to invite our shareholders to the

Annual General Meeting of Kapsch TrafficCom AG

on **Monday, August 22, 2011 at 10.00 a.m.**,

in the conference room of Kapsch TrafficCom AG,
1120 Vienna, Am Europlatz 2.

1. Presentation of the annual financial statements including the management report and the corporate governance report, the consolidated financial statements including the management report for the Group and the report of the Supervisory Board for the business year 2010/2011
2. Resolution on the allocation of the profit for the financial year shown in the annual financial statements
3. Resolution on the formal approval of the action of the members of the Management Board for the business year 2010/2011
4. Resolution on the formal approval of the action of the members of the Supervisory Board for the business year 2010/2011
5. Appointment of the auditors and the Group auditors for the business year 2011/2012
6. Election of a member to the Supervisory Board

Documentation for the Annual General Meeting

The following documents will be available for inspection by the shareholders in the premises at the seat of the Company Am Europlatz 2, 1120 Vienna, Austria, Investor Relations department, Mr. Marucs Handl starting on **August 1, 2011** at the latest:

- annual financial statements and management report,
- corporate governance report,
- consolidated financial statements and management report for the Group,
- proposal for the allocation of profit,
- report of the Supervisory Board,
each for the business year 2010/2011;
- proposed resolutions as to the items 2 - 6 of the agenda,
- statements of the nominee for the election to the Supervisory Board according to TOP 6 in accordance with section 87, paragraph 2 of the Stock Corporation Act.

These documents as well as the full text of this invitation and the form for the grant and revocation of a proxy will be made available online at www.kapsch.net on **August 1, 2011** at the latest and will also be available during the annual general meeting.

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

Shareholders whose shares together amount to **5 % of the share capital** and who have been holders of these shares for a period of the last three months before the application, may request in writing the **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 exclusively to the address Am Europlatz 2, 1120 Vienna, Austria, Investor Relations department, Mr. Marcus Handl. Shareholders must also indicate proposals for resolutions regarding each item on the agenda so requested, including a statement of grounds. In case of deposited bearer shares a deposit certificate (Depotbestätigung) pursuant to Sec. 10a of the Austrian Stock Corporation Act shall be sufficient to evidence that the shareholders making such requests have held their shares for at least three months prior to making such requests, and this certificate shall not be older than seven days at the time of it being submitted to the Company. As regards the other requirements of the certificate of deposit, please refer to the information on the right to attend the Annual General Meeting.

Shareholders whose shares together amount to **1 % of the equity capital** may transmit written **proposals for resolutions** for each item on the agenda including reasons therefore and may request that such proposal including the reasons be made available on the website of the Company, provided such request is received by the Company no later than **August 10, 2011** via fax at +43 50811 1709 or via mail to Am Europlatz 2, 1120 Vienna, Austria, Investor Relations department, Mr. Marcus Handl or via e-mail to ir.kapschtraffic@kapsch.net, whereas the request must be in a text format, e.g. PDF, and attached to the e-mail. In case of a proposal for the election of a new member to the Supervisory Board, the statement of reasons shall be replaced by the statement according to sec. 87 para. 2 of the Austrian Stock Corporation Act of the person proposed. The shareholders, in order to be able to exercise shareholder's rights, must provide evidence of their capacity as shareholder by providing a safe custody receipt in accordance with section 10a of the Stock Corporation Act for deposited bearer shares; such receipt should be issued no later than 7 days before its presentation to the Company. The other requirements for the safe custody receipt are included in the statements concerning the entitlement to participate in the annual general meeting.

If interim certificates have been issued, the listing in the register of shareholders is relevant and separate registration is not required to participate in the Annual General Meeting.

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.

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.

At the Shareholders' Meeting, every shareholder is entitled to propose motions on any item on the agenda. 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.

Additional information on the rights of the shareholders in accordance with sections 109, 110, 118 and 119 of the Stock Corporation Act are available on the website of the Company, www.kapsch.net

Record date and participation in the Annual General Meeting

The entitlement to participate in the annual general meeting and to exercise the voting right and all the other shareholders' rights to be asserted in connection with the annual general meeting is subject to the shareholding at the end of **August 12, 2011 (record date)**.

Only persons who are shareholders on the record date and provide evidence therefore shall be entitled to participate in the Annual General Meeting.

Deposited bearer shares

In case of deposited bearer shares, the shareholding as of the record date may be evidenced by a safe custody receipt in accordance with section 10a of the Stock Corporation Act, to be received by the Company no later than **August 17, 2011** exclusively at one of the addresses stated below.

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

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

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 and must contain the following data:

- 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 as evidence for the shareholding must refer to the record date stated above, i.e. **August 12, 2011**.

The safe custody receipt shall be accepted in German or in English.

The shareholders shall not be blocked due to their registration for the annual general meeting and/or the transmission of a safe custody receipt; therefore, shareholders may still freely dispose of their shares even after they are registered and/or transmitted a safe custody receipt.

Representation by proxy

Each shareholder entitled to participate in the annual general meeting has the right to appoint a proxy who participates in the annual general meeting in the name of such shareholder and who has the same rights as the shareholder he/she represents.

The power of attorney must be granted to a certain (an individual or a legal entity) in text form; also several persons may be authorized.

The power of attorney must be received by the company exclusively at one of the addresses stipulated below at **August 19, 2011 at 16 p.m.** at the latest:

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

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

In person: in the course of the registration to the annual general meeting at the place of the meeting

A power of attorney form and a form for the revocation of power of attorney can be sent to you upon request or you can retrieve it on the Company's website at www.kapsch.net.

The above regulations for the granting of proxies apply mutatis mutandis to the revocation of proxies.

In case a shareholder granted a power of attorney to his/her depositary bank, it shall suffice if such bank declares that it has power of attorney and provides the safe custody receipt. For the transmission of this declaration, section 10a, paragraph 3 of the Stock Corporation Act shall apply mutatis mutandis.

As a special service, a representative of the "Interessensverband für Anleger" (IVA, Austrian Association of Investors), 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent representative bound by the shareholders' instructions for exercising voting rights at the Annual General Meeting; a special form of power of attorney may be downloaded at the Company's website at www.kapsch.net. Shareholders may also contact Mr. Michael Knap of IVA directly by calling +43-1-8763343-0, by fax at +43-1-8763343-49 or by e-mail michael.knap@iva.or.at.

Total number of shares and voting rights

At the date of convening the annual general meeting (July 20, 2011) the share capital of the Company amounts to EUR 12,200,000.00 and is divided into 12,200,000 no-par bearer shares. Each share grants one vote. At the date of convening the annual general meeting the Company holds neither directly nor indirectly own shares. The total number of shares entitled to participate and vote at the annual general meeting therefore at the date of convening the annual general meeting amounts to 12,200,000 shares.

In order to avoid delays at the entrance checks, shareholders are asked to present themselves in due time before the start of the annual general meeting. Voting cards may be collected from 9.30 a.m. onwards.

Vienna, July 2011

The Management Board