

Proxy

As a shareholder of Kapsch TrafficCom AG, I hereby authorize

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(Name of the authorized representative in capital letters)

to represent me at the Annual General Meeting of **Kapsch TrafficCom AG**, Vienna, FN 223805 a, on **Monday, August 22, 2011, at 10:00 a.m.**, which is held in conference room of Kapsch TrafficCom AG, 1120 Vienna, Am Europlatz 2, and to exercise all rights which I am entitled to as a shareholder of Kapsch TrafficCom AG, in particular the voting right.

In particular, I authorize the above representative to exercise the voting right and make decisions as follows:

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, the proposed allocation of profit 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

The authorized representative is authorized to transfer this power of attorney to other persons.

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(Name/company and address of the shareholder in capital letters)

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(Date, signature of the shareholder or facsimile of the signature)

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(Name of the bank at which the deposit is held)

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(Number of shares)