

**Proposed Resolutions by the Management Board and
the Supervisory Board
for the
Annual General Meeting
September 9th, 2020**

- 1. Presentation of the annual financial statements including the management report, the consolidated financial statements including the management report for the Group, the consolidated corporate governance report, the consolidated non-financial report, the proposal on the allocation of the balance sheet profit and the report of the Supervisory Board for the business year 2019/20**

No resolution is required for this item of the agenda.

- 2. Resolution on the allocation of balance sheet profits**

The financial statements of Kapsch TrafficCom AG for the business year 2019/20 show a balance sheet profit in the amount of EUR 124.617.211,76 (thereof profits carried forward EUR 139.363.668,80), which is in the amount of EUR 121.904.872,96 distributable.

The Management Board and the Supervisory Board propose to pay out no dividends for the business year 2019/20 and to carry the entire net retained profits forward to new account.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the business year 2019/20**

The Management Board and the Supervisory Board propose a resolution on the formal approval of the action of the members of the Management Board in office in the business year 2019/20 for such period.

- 4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the business year 2019/20**

The Management Board and the Supervisory Board propose a resolution on the formal approval of the actions of the members of the Supervisory Board in office in the business year 2019/20 for such period.

5. Appointment of the auditor and the group auditor for the business year 2020/21

Only the Supervisory Board has to propose a resolution on this agenda item.

6. Resolution on the Remuneration Policy

Only the Supervisory Board has to propose a resolution on this agenda item.

7. Resolution on the amendment of the Articles of Association

The Management Board propose to amend the Articles of Association as follows:

Amendment of § 10, in particular by adding a new paragraph 2, so that it reads as follows:

§ 10

1. The meetings of the Supervisory Board are called by the chairman or if he/she is prevented by the deputy chairman in writing, by telephone, fax, or similar means, specifying the agenda, place, date, and time of the meeting. A meeting is held within 2 (two) weeks after having been called.

2. *Meetings of the Supervisory Board may also be held by way of electronic communication, without the members of the Supervisory Board physically meeting in person, if the following prerequisites are met: (i) direct communication among the participants through simultaneous visibility and audibility for everyone, (ii) possibility for third parties to participate, (iii) protection of confidentiality, (iv) equal level of information of all participants, (v) ensuring the authenticity of the discussion. A video conference that fully meets the aforementioned criteria (meeting by video conference) shall be deemed a meeting by personal attendance. The chairperson – or in case of the latter being unable to attend, their deputy – may convene a meeting by video conference if the technical prerequisites are available to all Supervisory Board members to the extent described in greater detail above, and if the object of the deliberations and resolutions does not absolutely require any direct, personal contact between all participants in one and the same place. In particular, the chairperson may convene a meeting by video conference if holding a video conference, instead of a physical meeting of all members in one place, appears necessary in the interest of the company due to the urgency of holding a meeting,*

the meeting frequency or the geographical absence of Supervisory Board members. No consent of the Supervisory Board members shall be required for convening and holding a meeting by video conference. The provisions regarding attendance and majorities shall apply accordingly.

- 3. The Supervisory Board shall be quorate if at least 3 (three) members are present. With a view to the quorum, any member attending a meeting by video conference shall be deemed to be present. The mode of voting shall be determined by the chairperson of the meeting.*
- 4. Any member of the Supervisory Board may appoint another member in writing to represent him/her at a specific meeting. A member so represented is not counted when establishing whether there is a quorum. The right to preside at a meeting cannot be delegated.*
- 5. The meetings are presided over by the chairman or deputy chairman of the Supervisory Board or in their absence by the member most senior in age.*
- 6. Resolutions are adopted by a simple majority of votes. If there is a tie - even in case of elections - the person presiding at the meeting shall have the casting vote.*
- 7. Resolutions can also be adopted by a vote in written form or in text form (telefax, email) without the Supervisory Board gathering for a meeting, provided that the chairperson or in case he/she is prevented a deputy orders to adopt a resolution in such a way and no member of the Supervisory Board expressly raises an objection to such procedure vis-à-vis the chairperson in text form (telefax, email) within the period to be fixed by the chairperson. A resolution shall have been validly passed if all Supervisory Board members have been invited to participate in the vote in text form (telefax, email) and at least 3 members, one of whom must be the chairperson or his/her deputy, have cast their vote within the period to be fixed by the chairperson. If voting is to be by email, the chairperson has the right to fix the technical format. The provisions of para. 5 shall apply mutatis mutandis. Representation by other Supervisory Board members shall not be permitted when adopting resolutions in written form or in text form.*
- 8. Resolutions can also be adopted by a vote in the form of a telephone conference, web conference or video conference without the Supervisory Board gathering for a*

meeting, provided that the chairperson or in case he/she is prevented a deputy orders to adopt a resolution in such a way and no member of the Supervisory Board expressly raises an objection to such procedure vis-à-vis the chairperson in text form (telefax, email) within the period to be fixed by the chairperson. A resolution shall have been validly passed if all Supervisory Board members have been invited to participate in the conference in text form (telefax, email) and at least 3 members, one of whom must be the chairperson or his/her deputy, have cast their vote at the conference. The chairperson has the right to fix the technical format of the conference. The provisions of para. 5 shall apply mutatis mutandis. Representation by other Supervisory Board members shall not be permitted.

- 9. To the extent permitted by law, the Supervisory Board may delegate its statutory powers to a committee for deliberation and decision-making. Any committees required by law shall be set up.*
- 10. Unless the chairman of the Supervisory Board decides otherwise or a majority of members of the Supervisory Board opposes this procedure, the Managing Board attends the meetings of the Supervisory Board without having the right to vote. Calling in advisors is permitted.*
- 11. Any declarations of will of the Supervisory Board and its committees are made by the chairman of the Supervisory Board or by the chairman of the respective committee, or if the chairman is prevented, by the respective deputy.*
- 12. The Supervisory Board may resolve on modifications of the Articles of Association provided only their wording is affected.*

Based on experiences made during the restrictions following the CoVid-19 pandemic, the option to hold Supervisory Board meetings by way of a qualified video conference / meeting by video conference shall explicitly be included in the articles. The requirement of attendance is reduced to three members of the Supervisory Board (previously three members elected by the General Assembly).

A new paragraph 5. is added in § 12, which reads as follows:

- 5. With the consent of the Supervisory Board, the Board of Directors shall be entitled to arrange for the General Assembly to be publicly broadcast in full or in part by*

acoustic and/or visual means. The company shall be entitled to record the General Assembly in sound and vision.

A new § 12a is added, which reads as follows:

§ 12a

- 1. With the consent of the Supervisory Board, the Board of Directors shall be entitled to arrange for the shareholders to participate in the General Assembly throughout its duration from any place by means of an acoustic and also visual (if any) two-way connection in real time, enabling the shareholders to follow the course of deliberations and to address the General Assembly if the chairperson admits them to the floor (remote participation).*
- 2. With the consent of the Supervisory Board, the Board of Directors shall be entitled to arrange for the shareholders to cast their votes during the General Assembly by electronic means from any place (remote voting). In that case, the Board of Directors must provide rules governing the way for shareholders to raise objections.*

These supplements are meant to provide a basis for shareholders to be able to participate in any General Assembly also by way of remote participation and/or to cast their vote also by way of remote voting in future. The detailed provisions shall be determined by the Board of Directors with the consent of the Supervisory Board in each case.