

**Kapsch TrafficCom AG**  
Vienna, FN 223805 a

**Proposed Resolutions by the Executive Board and the Supervisory Board  
for the Annual General Meeting  
September 6, 2023**

- 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 2022/23**

No resolution is required for this item of the agenda since the presentation of the aforementioned documents serves only as information to the Shareholders' Meeting. The annual financial statements 2022/23 have already been approved by the Supervisory Board and thus adopted.

- 2. Resolution on the allocation of balance sheet profits (not applicable as there is no distributable balance sheet profit)**

The financial statements of Kapsch TrafficCom AG for the business year 2022/23 show a balance sheet profit in the amount of EUR 21,319,207.88 (thereof profits carried forward of EUR 120,008,723.92). Since the balance sheet profit is subject to the distribution ban in accordance with Section 235 (2) UGB (Austrian Commercial Code), there is no distributable balance sheet profit and, therefore, no resolution in this regard.

- 3. Resolution on the formal approval of the actions of the members of the Executive Board for the business year 2022/23**

The Executive Board and the Supervisory Board propose a resolution on the formal approval of the actions of the members of the Executive Board in office in the business year 2022/23 for this period.

**4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the business year 2022/23**

The Executive 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 2022/23 for this period.

**5. Appointment of the auditor and the group auditor for the business year 2023/24**

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and group auditor for the business year 2023/2024.

The proposal of the Supervisory Board is based on a corresponding recommendation by the Supervisory Board's Audit Committee.

**6. Resolution on the remuneration report**

The Executive Board and the Supervisory Board of a listed company shall prepare a clear and comprehensible remuneration report for the remuneration of the members of the Executive Board and the members of the Supervisory Board in accordance with Section 78c in conjunction with Section 98a AktG (Austrian Stock Corporation Act).

This remuneration report has to provide a comprehensive overview of the remuneration, including all forms of benefits, granted or owed, to current and former members of the Executive Board and the Supervisory Board over the last business year under the remuneration policy (Section 78a in conjunction with Section 98a AktG).

The remuneration report for the last business year must be submitted to the Shareholders' Meeting for a vote. The vote has a recommendatory character. The resolution is not contestable (Section 78d (1) AktG).

The Executive Board and the Supervisory Board of Kapsch TrafficCom AG approved a remuneration report in accordance with Section 78c in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108 (1) AktG.

The remuneration report will be made accessible on the Kapsch TrafficCom AG website as entered in the commercial register, [www.kapsch.net/en/ir](http://www.kapsch.net/en/ir) or [www.kapsch.net/en/ir/annual-general-meeting](http://www.kapsch.net/en/ir/annual-general-meeting), by no later than August 16, 2023 (21 days prior to the Annual General Meeting).

The Executive Board and the Supervisory Board propose that the remuneration report for the business year 2022/2023 be passed as it will be made accessible on the website listed in the commercial register.

## **7. Elections to the Supervisory Board**

At the end of the Annual General Meeting on September 6, 2023 the term of office of Mr. Franz Semmernegg, Mr. Harald Sommerer and Ms. Sabine Kauper as a member of the Supervisory Board shall end.

In accordance with Section 9 of the Articles of Association the Supervisory Board shall be composed of at least three and no more than six members elected by the Annual General Meeting.

So far, the Supervisory Board has consisted of four members elected by the Shareholders' Meeting. In order to reach this number again three members have to be elected in the upcoming Annual General Meeting.

Therefore, the Supervisory Board proposes to fill the mandates so that after the election at the Annual General Meeting on September 6, 2023, the Supervisory Board will consist of four members elected by the Annual General Meeting also in the future.

The Supervisory Board has less than six members elected by the Annual General Meeting. Therefore, the minimum quota according to Section 86 (7) AktG is not applicable to Kapsch TrafficCom AG.

The Supervisory Board proposes to elect Mr. Franz Semmernegg and Mr. Harald Sommerer to the Supervisory Board effective from the end of this Annual General Meeting and up to the end of the Annual General Meeting that decides on the formal approval of actions for the business year 2023/24. Furthermore, the Supervisory Board proposes to elect Mrs. Monika Brodey to the Supervisory Board effective from the end of this Annual General Meeting and up to the of the Annual General Meeting that passes the resolution on the formal approval of actions for the third business year after the election, so that, in case the current balance sheet date of March 31 is maintained, the term of office of the member of the Supervisory Board to be elected shall end at the end of the Annual General Meeting deciding on the formal approval of actions for the business year 2026/2027.

The proposed persons have submitted a declaration in accordance with Section 87 (2) AktG, which is also accessible on the company's website, declaring in particular that

1. all circumstances in relation to Section 87 (2) AktG were disclosed and that, according to the proposed persons' judgement, no circumstances exist that might justify any concern of bias,
2. the proposed persons has never been found guilty of a criminal offence by a final judgement of a criminal court, in particular none of those under Section 87 (2a) Sentence 3 AktG that compromise their professional reliability, and
3. no obstacles to their appointment exist within the meaning of Section 86 (2) and (4) AktG.

The Annual General Meeting shall be bound by the proposals for the election in accordance with the method described below. Proposals for the election of members of the Supervisory Board and the declarations in accordance with Section 87 (2) AktG for each person proposed have to be made available on the website of the company no later than August 30, 2023 otherwise the person must not be included in the election. This also applies to candidates proposed by shareholders in accordance with Section 110 AktG which have to be received by the company in writing no later than August 28, 2023.

#### **8. Resolution on the amendment of the Articles of Association in § 6 (Publications)**

The Executive Board and the Supervisory Board propose to adapt the Articles of Association in § 6 (Publications) to the changed legal situation by abolishing the obligatory publications in the Official Gazette (*Amtsblatt*) to the Wiener Zeitung, so that § 6 (Publications) of the Articles of Association shall be amended as follows:

*Publications of the Company shall be made in the electronic announcement and information platform of the Federal Government (EVI) to the extent and as long as required by the Stock Corporation Act. Furthermore, the Company's publications shall be made in accordance with the applicable legal provisions.*

To illustrate the proposed amendment of the Articles of Association, a comparison of the Articles of Association was provided both electronically on the website ([www.kapsch.net/en/ir](http://www.kapsch.net/en/ir) or [www.kapsch.net/en/ir/annual-general-meeting](http://www.kapsch.net/en/ir/annual-general-meeting)) and physically at the company's offices for inspection.

**9. Resolution on the revocation of the existing authorized capital pursuant to Section 5 (4) (Share Capital and Shares) of the Articles of Association and the simultaneous creation of a new authorized capital, also with the possibility of issuing new shares against contributions in kind, the exclusion of the subscription right and the corresponding amendment of the Articles of Association in § 5 (Share Capital and Shares)**

The Executive Board and the Supervisory Board propose that the Annual General Meeting adopt the resolution to revoke the existing authorized capital and replace it with a new authorized capital in accordance with Sections §§ 169 ff AktG in the amount of up to 10% of the share capital, excluding the shareholders' subscription rights, as follows:

The authorization of the Executive Board pursuant to § 169 AktG to increase the share capital, with the consent of the Supervisory Board, by up to EUR 1,300,000.00 (one million three hundred thousand euros) by issuing up to 1,300,000 (one million three hundred thousand) new no-par bearer shares at a minimum issue price of 100% (one hundred per cent) of the pro rate amount of the share capital up to EUR 14,300,000.00 (fourteen million three hundred thousand euros) against cash or in kind contributions, also in several tranches, if need be, excluding shareholders' subscription rights, as currently provided for in § 5 (4) of the Articles of Association, within five years from registration of the authorization resolved at the Annual General Meeting of 8 September 2021, is revoked.

With the consent of the Supervisory Board and within five years of the authorization resolved upon in the Annual General Meeting on 6 September 2023 being entered in the companies' register, the Executive Board shall be authorized to increase the share capital of the company – also in several tranches if need be – by up to EUR 1,300,000.00 (one million three hundred thousand euros) by issuing up to 1,300,000 (one million three hundred thousand) new no-par shares made out to bearer at the minimum face value of 100% (one hundred percent) of the proportionate amount in the share capital, to a maximum amount of EUR 14,300,000.00 (fourteen million three hundred thousand euros) in one or several tranches against contribution in cash and/or in kind, and to determine the issue price as well as the terms of issue (authorized capital). The subscription right of the shareholders with respect to the new shares issued from the authorized capital shall be excluded. The Supervisory Board shall be authorized to resolve upon amendments of the Articles of Association resulting from the issue of shares from the authorized capital.

The Articles of Association are amended in § 5 (Share Capital and Shares) in particular by amending paragraph 4, which reads as follows:

- 4) *With the consent of the Supervisory Board and within five years of the authorization resolved upon in the Annual General Meeting on 6 September 2023 being entered in the companies' register, the Executive Board is authorized to increase the share capital of the company – also in several tranches if need be – by up to EUR 1,300,000.00 (one million three hundred thousand euros) by issuing up to 1,300,000 (one million three hundred thousand) new no-par shares made out to bearer at the minimum face value of 100% (one hundred percent) of the proportionate amount in the share capital, to a maximum amount of EUR 14,300,000.00 (fourteen million three hundred thousand euros) in one or several tranches, against contribution in cash and/or in kind, and to determine the issue price as well as the terms of issue (authorized capital). The subscription right of the shareholders with respect to the new shares issued from the authorized capital shall be excluded. The Supervisory Board shall be authorized to resolve upon amendments of the Articles of Association resulting from the issue of shares from the authorized capital.*

To illustrate the amendment of the Articles of Association, a comparison of the Articles of Association was provided both electronically on the website ([www.kapsch.net/en/ir](http://www.kapsch.net/en/ir) or [www.kapsch.net/en/ir/annual-general-meeting](http://www.kapsch.net/en/ir/annual-general-meeting)) and physically at the company's offices for inspection.

Vienna, 16 August 2023

For the Supervisory Board

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Dr. Franz Semmernegg  
Chairman of the Supervisory Board

Executive Board

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Mag. Georg Kapsch  
Chairman

.....  
Mag. Andreas Hämmerle

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Alfredo Escribá Gallego, MSc, MBA