**Kapsch TrafficCom AG**
**Vienna, FN 223805 a**
**("KTC AG" or "Company")**

**Proposed Resolutions by the Executive Board and the Supervisory Board for the Annual General Meeting**
**September 9, 2026**

1. **Presentation of the annual financial statements including the management report, the consolidated financial statements including the consolidated management report (incl. consolidated non-financial statement), the consolidated corporate-governance-report and the report of the Supervisory Board for the financial year 2025/26**

   No resolution is required for this item of the agenda since the presentation of the aforementioned documents serves only as information to the Annual General Meeting. The annual financial statements 2025/26 have already been approved by the Supervisory Board and thus adopted.

2. **Resolution on the allocation of the balance sheet profit (omitted in the absence of a distributable balance sheet profit)**

   The financial statements of the Company for the financial year 2025/26 show a balance sheet loss in the amount of EUR 32,376,279 (thereof profits carried forward of EUR 33,858,569). Accordingly, no resolution is required under this agenda item. The balance sheet loss is to be carried forward to new account.

3. **Resolution on the formal approval of the actions of the members of the Executive Board for the financial year 2025/26**

   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 financial year 2025/26 for this period.

4. **Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2025/26**

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 financial year 2025/26 for this period.

5. **Resolution on the appointment of the auditor and the group auditor as well as the auditor of the consolidated sustainability reporting for the financial year 2026/27**

Based on the recommendation and in accordance with the Audit Committee's preference, the Supervisory Board proposes the appointment of Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, as the auditor and group auditor for the financial year 2026/27.

Following a tender process to request proposals for the audit of the annual and consolidated financial statements for the financial year 2026/27 pursuant to Article 16 Regulation (EU) No 537/2014 and after evaluation based on transparent and non-discriminatory selection criteria, the Audit Committee has recommended to the Supervisory Board Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, and Grant Thornton Austria Audit GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, for the aforementioned audit services by expressing a reasoned preference for Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, as the best-ranked bidder. In its recommendation to the Supervisory Board, the Audit Committee stated that its recommendation was free from undue influence by third parties and that no contractual clause of the kind referred to in Article 16 (6) Regulation (EU) No 537/2014 has been imposed on it.

Furthermore, the Supervisory Board proposes the appointment of Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H, Vienna, as the auditor of the consolidated sustainability reporting for the financial year 2026/27, subject to the condition that the consolidated sustainability reporting for the financial year 2026/27 must be audited by an external auditor due to legal requirements. This proposal of the Supervisory Board is based on a corresponding recommendation by the 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 Austrian Stock Corporation Act (*Aktiengesetz, AktG*).

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 financial year under the remuneration policy (Section 78a in conjunction with Section 98a AktG).

The remuneration report for the last financial year must be submitted to the Annual General 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 the Company prepared 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 Company´s website as listed in the companies register, www.kapsch.net/en/ir or www.kapsch.net/en/ir/annual-general-meeting, by no later than August 19, 2026 (21 days prior to the Annual General Meeting) in accordance with Section 108 (4) no. 4 AktG.

The Executive Board and the Supervisory Board propose that the remuneration report for the financial year 2025/2026 be passed as it will be made accessible on the website as listed in the companies register.

7. **Election to the Supervisory Board**

In accordance with Section 9 (1) of the Articles of Association of the Company the Supervisory Board shall be composed of at least three and no more than six members elected by the Shareholders' Meeting.

The Supervisory Board currently consists of four members elected by the Shareholders' Meeting and two members delegated by the works council, comprising three male and three female members. Accordingly, the requirement under Section 86 (7) AktG, which as of June 30, 2026 applies only to non-listed companies and requires the Supervisory Board to consist of at least 30% women and at least 30% men, is met. No objection pursuant to Section 86 (9) AktG has been raised; therefore, the minimum gender quota requirement applies to the Supervisory Board in its entirety.

It is now proposed to increase the number of Supervisory Board members elected by the Shareholders' Meeting from four to five. Consequently, the requirement under Section 86 (7) AktG, which as of June 30, 2026 applies only to non-listed companies and requires the Supervisory Board to consist of at least 30% women and at least 30% men, will continue to be met regardless of whether the additional Supervisory Board member is female or male.

It is further noted that the new Section 86 (6a) AktG, which provides that the Supervisory Board of a listed company must consist of at least 40% women and at least 40% men, applies, pursuant to Section 262 (48) AktG, only to elections and delegations to the Supervisory Board taking place after December 31, 2026. Accordingly, this provision is not yet applicable.

With respect to the proposed increase in the number of the Company's Supervisory Board, consultations regarding the candidate to be proposed for election to the Supervisory Board are still ongoing at the time of the adoption of these proposed resolutions. Accordingly, a proposal for the candidate to be nominated for election to the Supervisory Board is expected to be submitted by the principal shareholder, KAPSCH-Group Beteiligungs GmbH, no later than August 31, 2026.

The Annual General Meeting shall be bound by the proposals for the election in accordance with the method described below. In accordance with Section 110 AktG, 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 received by the Company in writing no later than August 31, 2026 and made available on the website of the Company no later than September 2, 2026, otherwise the person must not be included in the vote.

## 8. Resolution on the remuneration of the members of the Supervisory Board

The Supervisory Board proposes, in accordance with Section 9 (8) of the Articles of Association, to set the remuneration of the elected members of the Supervisory Board for the financial year 2025/2026 and for the following financial years until a future Shareholders' Meeting decides on a different remuneration at a total amount of EUR 185,000.00 p.a. and to leave the distribution of this amount to the chairperson of the Supervisory Board.

In addition, in accordance with Section 9 (8) of the Articles of Association, each member of the Supervisory Board is reimbursed for cash expenses incurred in the performance of their duties.

**9. Resolution on the creation of new authorized capital, including the option to issue new shares against contribution in kind, the exclusion of subscription rights and the amendment of § 5 of the Articles of Association (Share Capital and Shares)**

The Executive Board and the Supervisory Board propose that the Annual General Meeting resolves to approve a capital increase by creating new authorized capital pursuant to Sections 169 et seq. (AktG) in the amount of up to 20% of the share capital, excluding shareholders' subscription rights, as follows:

The Executive Board is authorized, with the approval of the Supervisory Board, within five years of the authorization resolved upon in the Annual General Meeting on September 9, 2026 being entered in the companies register – if necessary, in several tranches – to increase the Company's share capital by up to EUR 2,860,000 (two million eight hundred sixty thousand euros) by issuing up to 2,860,000 (two million eight hundred sixty 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 17,160,000 (seventeen million one hundred sixty thousand euros) in one or several tranches, against contribution in cash and/or in kind, and to determine the issue price and the terms of issue (authorized capital). The subscription rights of the shareholders with respect to 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 issuance of shares from the authorized capital.

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

"*4. The Executive Board is authorized, with the approval of the Supervisory Board, within five years of the authorization resolved upon in the Annual General Meeting on September 9, 2026 being entered in the companies register – if necessary, in several tranches – to increase the Company's share capital by up to EUR 2,860,000 (two million eight hundred sixty thousand euros) by issuing up to 2,860,000 (two million eight hundred sixty 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 17,160,000 (seventeen million one hundred sixty thousand euros) in one or several tranches, against contribution in* *cash and/or in kind, and to determine the issue price and the terms of issue (authorized capital). The subscription rights of the shareholders with respect to 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 issuance of shares from the authorized capital."*

To illustrate the amendment to the Articles of Association, a comparison of the Articles of Association was provided both electronically on the website (www.kapsch.net/en/ir or www.kapsch.net/en/ir/annual-general-meeting) and in hard copy at the Company's registered office for review.

Vienna,

For the Supervisory Board

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Sonja Hammerschmid
Chairwoman of the Supervisory Board

Executive Board

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Georg Kapsch
Chairman of the Executive Board

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Alfredo Escribá Gallego

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Samuel Kapsch

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Markus Richter