

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

**Proposed Resolutions by the Executive Board and the Supervisory Board  
for the Annual General Meeting  
September 7, 2022**

- 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 2021/22**

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 2021 have already been approved by the Supervisory Board.

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

The financial statements of Kapsch TrafficCom AG for the business year 2021/22 show a balance sheet profit in the amount of EUR 120,008,723.89 (thereof profits carried forward EUR 98,739,168.07), which is in the amount of EUR 101,564,026.02 distributable.

The Executive Board and the Supervisory Board propose to pay out no dividends for the business year 2021/22 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 Executive Board for the business year 2021/22**

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 2021/22 for this period.

**4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the business year 2021/22**

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 2021/22 for this period.

**5. Appointment of the auditor and the group auditor for the business year 2022/23**

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and group auditor for the financial year 2022/2023.

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 approval. 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/ktc/ir](http://www.kapsch.net/en/ktc/ir) or [www.kapsch.net/en/ir/annual-general-meeting](http://www.kapsch.net/en/ir/annual-general-meeting), by no later than August 17, 2022 (21 days prior to the Annual General Meeting).

The Executive Board and the Supervisory Board propose that the remuneration report for the business year 2021/2022 be passed as it will be made accessible on the website listed in the commercial register.

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

At the end of the Annual General Meeting on September 7, 2022 the term of office of 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 has at least three and no more than six members.

So far, the Supervisory Board has had four members elected by the Shareholders' Meeting. In order to reach this number again one member has to be elected in the upcoming Annual General Meeting.

Therefore, the Supervisory Board proposes electing one person to the Supervisory Board at the Annual General Meeting on September 7, 2022, so that 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 Ms. Dipl.Betriebsw. (FH) Sabine Kauper to the Supervisory Board effective as of the end of the Annual General Meeting and up to the end 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, if 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 2025/26.

The proposed person has made 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 person's judgement, no circumstances exist that might justify any concern of bias,

2. the proposed person 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 her professional reliability, and
3. no obstacles to her 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 31, 2022 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 29, 2022.

Vienna, June 14, 2022

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

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Mag. Andreas Hämmerle

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Alfredo Escribá Gallego, MSc, MBA