



## **FURTHER INFORMATION ON SHAREHOLDERS' RIGHTS UNDER SECTIONS 109, 110, 118 AND 119 AKTG**

### **Amendments to the agenda by shareholders pursuant to Section 109 AktG**

Shareholders who individually or collectively hold 5 % of the share capital and who have held the shares for at least three months before filing the request can make a written request to include and publish additional items on the agenda of this Annual General Meeting. This written request via regular mail or courier must be received by the Company exclusively at the address Kapsch TrafficCom AG, attn. Mr. Marcus Handl, Investor Relations, Am Europlatz 2, 1120 Vienna, Austria, no later than August 16, 2023 (12:00 midnight, CEST). "Written" means with a hand-written signature of the request.

A proposed resolution and an explanatory statement shall be attached to every so requested agenda item. The agenda item and the proposed resolution, but not the explanatory statement, have to be drafted also in German language. If there is an inconsistency between the German text and the text in another language, the German text takes precedence.

Shareholder status must be evidenced by submitting a deposit confirmation in accordance with Section 10a AktG, which confirms that the requesting shareholder or the requesting shareholders has or have held the shares for at least three consecutive months prior to filing the request. The deposit confirmation must not be older than seven days at the time it is presented to the Company. Multiple deposit confirmations for shares that only make up a 5 % equity holding when aggregated have to relate to the same point in time (date, time of day).

### **Shareholders' proposals for resolutions pursuant to Section 110 AktG**

Shareholders who individually or collectively hold 1 % of the share capital can send proposals for resolutions (with explanatory statements) regarding any item on the agenda in text form according to Section 13 (2) AktG and request that these proposals be made available on the Company's website registered in the Commercial Register, together with the names of the respective shareholders, the explanatory statement and any comments by the Executive Board or the Supervisory Board. Such request has to be in text form and received by the Company no later than August 28, 2023 (12:00 midnight, CEST) either via fax to +43 (0)50 811 2709 or via regular mail to Kapsch TrafficCom AG, attn. Mr. Marcus Handl, Investor Relations, Am Europlatz 2, 1120 Vienna, Austria or via e-mail to [ir.kapschtraffic@kapsch.net](mailto:ir.kapschtraffic@kapsch.net) whereas the request in text form (according to Section 13 (2) AktG) has to be attached to the e-mail, for example as a PDF. To the extent that text form within the meaning of Section 13 (2) AktG is required for declarations, the declaration must be made in a document or in any other manner suitable for permanent reproduction in characters, the declarant has to be identified and the conclusion of the declaration must be made evident by reproducing the declarant's signature or otherwise. The proposed resolution, but not the explanatory statement, has to be drafted also in German language.



Shareholder status shall be evidenced by a deposit confirmation in accordance with Section 10a AktG, which must not be older than seven days at the time it is presented to the Company. Multiple deposit confirmations for shares that only make up a 1 % equity holding when aggregated have to relate to the same point in time (date, time of day).

In the case of a nomination of a candidate for election to the Supervisory Board, instead of an explanatory statement, a statement by the candidate in accordance with Section 87 (2) AktG has to be submitted.

### **Deposit confirmation under Section 10a AktG**

The deposit confirmation must be issued by a custodian bank, which has its registered office in a Member State of the European Economic Area or in a full member state of the OECD and must contain the following information (Section 10a (2) AktG):

- about the issuer: name (company name) and address or a code commonly used in transactions between credit institutions (SWIFT code),
- about the shareholder: name (company name) and address, date of birth of a natural person or the register and number (if any) of a legal entity in its country of origin,
- deposit account number or other identifier,
- number of shares held by the shareholder, ISIN AT0000KAPSCH9,
- point of time or time period to which the deposit confirmation relates.

The deposit confirmation must be issued in German or English language and has to be provided to the Company exclusively via one of the following communication channels and addresses:

(i)	Send of the deposit confirmation in text form (which satisfies Section 12 (3) of the Articles of Association):
	by e-mail <a href="mailto:anmeldung.kapsch@hauptversammlung.at">anmeldung.kapsch@hauptversammlung.at</a> (please send deposit confirmation in PDF format)
	by fax +43 (0)1 8900 500 50
(ii)	Send of the deposit confirmation in written form:
	by mail or courier: Kapsch TrafficCom AG c/o HV-Veranstaltungsservice GmbH Köppel 60, 8242 St. Lorenzen am Wechsel, Austria
	by SWIFT GIBAATWGGMS (message type MT598 or MT599 and ISIN AT000KAPSCH9 must be cited in the text)

The deposit confirmation as evidence for shareholdings in the context of exercising shareholders' rights in accordance with Section 109 AktG (amendments to the agenda) and Section 110 AktG (proposals for resolutions) shall not be older than seven days when presented to the Company.



The deposit confirmation as evidence for shareholdings in the context of exercising shareholders' rights in accordance with Section 109 AktG (amendments to the agenda) must confirm that the requesting shareholders have held the shares for at least three consecutive months prior to filing the request.

Multiple deposit confirmations for shares that only make up the required threshold when aggregated have to relate to the same point in time (date, time of day).

### **The shareholders' right to information pursuant to Section 118 AktG**

Upon request, each shareholder shall be provided with information regarding Company affairs at the Annual General Meeting to the extent that such information is necessary to properly assess an agenda item. The obligation to provide information also extends to the Company's legal relationships with affiliated companies. If the consolidated financial statements and group management report are presented at the Annual General Meeting of a parent company (Section 189a No 6 UGB) the right of information also extends to the position of the group and companies included in the consolidated financial statements.

The information provided must correspond with the principles of a true and fair account. The information has to be provided at the Annual General Meeting.

Providing information may be refused if

1. the Company's reasonable business judgment suggests that the information is likely to have a material adverse effect on the Company or an affiliated company or
2. its disclosure would be subject to criminal sanctions.

Each shareholder who participates in the Annual General Meeting has the right to obtain information. Not only the shareholders themselves, but also their legal or authorized representatives, have the right to be provided with information. Shareholders whose membership rights are suspended (Sections 51 (3), 65 (5) AktG) have no right to receive information.

To ensure that the Annual General Meeting can be conducted in an efficient manner, please send any questions requiring substantial preparation for them to be answered to Mr. Marcus Handl (address mentioned above) duly in advance of the Annual General Meeting in writing. Questions can be sent to the Company by e-mail to the address [ir.kapschtraffic@kapsch.net](mailto:ir.kapschtraffic@kapsch.net) or by telefax at +43 (0)50 811 2709.

### **Shareholders' motions at the Annual General Meeting pursuant to Section 119 AktG**

Each shareholder – regardless of specific shareholdings – is entitled to present motions regarding any agenda item at the Annual General Meeting. The prerequisite for this is the evidence of the right to participate pursuant to the invitation notice. If several motions have been proposed for one item on the agenda, the chairman of the Annual General Meeting determines the order of voting pursuant to Section 119 (3) AktG.