



Kapsch TrafficCom AG
Vienna
FN 223805 a
ISIN AT000KAPSCH9

**Invitation to the Annual General Meeting (“AGM”) of
Kapsch TrafficCom AG
(„the Company“)**

on Wednesday, September 8, 2021 at 10:00 a.m. (CEST)
at the conference center next to Kapsch TrafficCom AG,
Am Europlatz 2, 1120 Vienna, Austria

**I. TO BE HELD AS A VIRTUAL AGM WITHOUT THE PHYSICAL PRESENCE OF
THE SHAREHOLDERS**

**1. Company Law COVID-19 Act (Gesellschaftsrechtliches COVID-19- Gesetz,
COVID-19-GesG) and Company Law COVID-19 Regulation
(Gesellschaftsrechtliche COVID-19-Verordnung, COVID-19-GesV)**

After careful consideration, the Executive Board decided to utilize the new legal provisions authorizing a virtual AGM to protect the shareholders and other participants.

The AGM of Kapsch TrafficCom AG on September 8, 2021, will be held as a “virtual AGM” in accordance with Sec. 1 para 2 COVID-19-GesG, Federal Law Gazette I No. 16/2020 as amended by Federal Law Gazette I No. 156/2020 and COVID-19-GesV (Federal Law Gazette II No. 140/2020 as amended by Federal Law Gazette II No. 616/2020), taking into account the interests of both the Company and the participants.

Aiming at the protection of health, the Executive Board asks the shareholders for understanding that they will not be allowed to attend in person the AGM of Kapsch TrafficCom AG on September 8, 2021. An exception exists for special proxy holders pursuant to Sec. 3 para. 4 COVID-19-GesV. The virtual AGM will be held at the conference center next to Kapsch TrafficCom AG, Am Europlatz 2, 1120 Vienna, Austria, in the physical presence of the Chairman of the Supervisory Board, the Chairman of the Executive Board and other members of the Executive Board, the certifying notary, and the four special proxies designated by the Company.

The conduct of the AGM as a virtual AGM in accordance with the COVID-19-GesG and the COVID-19-GesV will require modification of the usual procedure for holding the AGM and exercising shareholder rights.

The exercise of voting rights, the right to make requests and the right to object shall be effected exclusively by granting power of attorney and giving instructions to one of the special proxies (pursuant to Sec. 3 para. 4 COVID-19-GesV) proposed by the Company.

The right to information can be exercised in the virtual AGM by the shareholders themselves by way of electronic communication, namely by submitting questions in text form by e-mail directly to the Company's e-mail address fragen.kapsch@hauptversammlung.at, provided that the shareholders have submitted a deposit confirmation as defined in Sec. 10a AktG (Aktiengesetz, Austrian Stock Corporation Act) in due time in accordance with section IV and have authorized a special proxy in accordance with section V.

2. Transmission of the AGM on the Internet

The AGM will be broadcast in full acoustically and visually in real time on the Internet in accordance with Sec. 3 paras 1, 2 and 4 COVID-19-GesV in conjunction with Sec. 102 para 4 AktG. This is permissible under data protection legislation with regard to the legal basis provided by Sec. 3 paras 1, 2 and 4 COVID-19-GesV. Thus, all shareholders have the opportunity, via this one-way audiovisual connection, to follow in real time the course of the AGM and to watch the Executive Board make its presentation and answer shareholders' questions on **September 8, 2021** from about 10:00 a.m. CEST. Access is provided via www.kapsch.net/en/ktc/ir or www.kapsch.net/en/ktc/ir/annual-general-meeting (the "**Company's website**"). No registration or login is required to follow the AGM.

It should be noted that this live transmission as a virtual AGM does not allow remote participation (Sec. 102 para 3 no 2 AktG) or remote voting (Sec. 102 para 3 no 3 AktG and Sec. 126 AktG) and that the transmission over the Internet is not a two-way communication. The individual shareholder can therefore only follow the course of the AGM. It should also be noted that the Company is only responsible for the use of technical communications equipment to the extent that this can be attributed to its area of responsibility (Sec. 2 para 6 COVID-19-GesV).

In other respects, please see the information regarding the organizational and technical prerequisites for participation under Sec. 3 para. 3 in conjunction with Sec. 2 para. 4 COVID-19-GesV ("**Information on Participation**"). We ask that the shareholders pay particular attention to the Information on Participation this year, which also describes the procedure for the AGM.

II. AGENDA

1. Presentation of the Annual Financial Statements including the Management Report, the Consolidated Financial Statements including the Consolidated Management Report, 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 2020/21
2. Resolution on the allocation of the balance sheet profit
3. Resolution on the discharge of liability of the members of the Executive Board for the business year 2020/21

4. Resolution on the discharge of liability of the members of the Supervisory Board for the business year 2020/21
5. Resolution on the election of the independent auditor for the Annual Financial Statements and the Consolidated Financial Statements for the business year 2021/22
6. Resolution on the Remuneration Report
7. Elections to the Supervisory Board
8. Resolution on the 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)

III. DOCUMENTS FOR THE AGM; PROVISION OF INFORMATION ON THE WEBSITE

In accordance with Sec. 108 (3) and (4) AktG, in particular the following documents will be available on **the Company's website** no later than August 18, 2021:

- Information on Participation: Information on the organizational and technical prerequisites for participation (in accordance with Sec. 3 para. 3 in conjunction with Sec. 2 para. 4 COVID-19-GesV),
 - Annual Financial Statements and Management Report,
 - Consolidated Financial Statements and Consolidated Management Report,
 - Consolidated Corporate Governance Report,
 - Remuneration Report
 - Consolidated Non-Financial Report,
 - Proposed allocation of profits,
 - Report of the Supervisory Board,
- each for business year 2020/21;
- Proposed resolutions for agenda items 2 to 8,
 - statement pursuant to Section 87, Paragraph 2 AktG and CV of the nominee for the election to the Supervisory Board according to agenda item 7
 - Report of the Executive Board of the exclusion of the subscription right - agenda item 8
 - Form for granting proxy to the special proxies pursuant to Sec. 3 para. 4 COVID-19-GesV,
 - Question form,
 - Form for revoking a proxy,
 - Full text of this Invitation.

IV. RECORD DATE AND PREREQUISITS FOR PARTICIPATION IN THE AGM

The right to attend the virtual AGM and to exercise voting rights and the other shareholders' rights is based on share ownership at the close of **August 29, 2021** (12:00 a.m. [midnight], CEST) (the "**Record Date**").

A deposit confirmation in accordance with Sec. 10a AktG must be submitted to prove share ownership on **the Record Date**, and must be received by the Company no later than **September 3, 2021** (12:00 a.m. [midnight], CEST) exclusively through one of the following communication channels and addresses:

(i)	Send the deposit confirmation in text form (which satisfies Sec. 19 para. 3 of the Articles of Association):	
	By e-mail	anmeldung.kapsch@hauptversammlung.at (please send deposit confirmations in PDF format)
	By fax	+43 (0)1 8900 500 73
(ii)	Send 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)

It will not be possible to appoint a special proxy and to exercise the shareholders' right to information without a deposit confirmation being received by the Company in due time. Please see Section V of this Invitation with respect to the authorization of a special proxy and the procedure for this.

The shareholders are requested to contact their custodian banks and order the timely issuance and transmission of a deposit confirmation.

The Record Date has no effect on the salability of the shares and is of no significance with respect to dividend entitlement.

Deposit confirmation under Sec. 10a AktG

The deposit confirmation must be issued by the bank keeping the deposit, which shall have 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 (Sec. 10a (2) AktG):

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

The deposit confirmation, utilized as proof of share ownership for the purpose of participation in the AGM, must relate to the close of **the Record Date** (August 29, 2021, 12:00 a.m. [midnight], CEST). A deposit confirmation will be accepted in German or English language.

V. APPOINTMENT OF A SPECIAL PROXY AND THE PROCEDURE TO BE FOLLOWED

Any shareholder who fulfills the prerequisites for participation pursuant to Section IV of this Invitation has the right appoint a special proxy holder. Proposals for resolutions, cast a vote or raise an objection, can only be made through this person.

The following persons, who are suitable and independent of the Company, are proposed as special proxies:

- (i) Dr. Michael Knap
c/o Interessenverband für Anleger, IVA
Feldmühlgasse 22, 1130 Vienna, Austria
e-mail: knap.kapsch@hauptversammlung.at
- (ii) Mag. Christoph Moser
c/o Schönherr Rechtsanwälte GmbH
Schottenring 19, 1010 Vienna, Austria
e-mail: moser.kapsch@hauptversammlung.at
- (iii) Mag. Ewald Oberhammer
c/o Oberhammer Rechtsanwälte GmbH
Karlsplatz 3/1, 1010 Vienna, Austria
e-mail: oberhammer.kapsch@hauptversammlung.at
- (iv) Dr. Marie-Agnes Arlt, LL.M.
c/o a2o.legal - Kooperation selbständiger Rechtsanwälte
Ebendorferstraße 6/10, 1010 Vienna, Austria
e-mail: arlt.kapsch@hauptversammlung.at

Any shareholder can select one of the four aforementioned persons as his/her special proxy and grant this person a power of attorney. **A special form for granting proxy** is available on the Company's **website**. The use of this form is mandatory. The specifications set forth in the **Information on Participation** document regarding the granting of proxies, the delivery options and the deadlines must be followed.

A personal handover of the power of attorney to the special proxy at the meeting venue is expressly excluded.

VI. INFORMATION ON SHAREHOLDERS' RIGHTS UNDER SECS. 109, 110, 118, AND 119 AKTG

1. Amendments to the agenda by shareholders pursuant to Sec. 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 for additional items to be included in the agenda of this AGM and published. This written request via regular mail or courier must be received by the Company exclusively at the address Kapsch TrafficCom AG, attn. Mr. Hans Lang, Investor Relations, Am Europlatz 2, 1120 Vienna, Austria, no later than August 18, 2021 (12:00 a.m. [midnight], CEST). A proposed resolution and an explanatory statement must be attached to every so

requested agenda item. The agenda item and the proposed resolution, but not the explanatory statement, must be drafted at least in German language.

Shareholder status must be evidenced by submitting a deposit confirmation in accordance with Sec. 10a AktG, which confirms that the requesting shareholders have held the shares for at least three months prior to filing the request. The 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 must relate to the same point in time (date, time of day). Regarding other requirements for deposit confirmations reference is made to the information on entitlement to participate in the meeting (Section IV of this Invitation).

2. Shareholders' proposals for resolutions on the agenda pursuant to Sec. 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 Sec. 13 para. 2 AktG and request that these proposals be made available on the Company website registered in the Commercial Register, together with the names of the respective shareholders, the attached explanatory statement and any comments by the Executive Board or the Supervisory Board. Such request must be in text form and received by the Company no later than August 31, 2021 (12:00 a.m. [midnight], CEST) either via fax, to +43 (0)50 811 2809 or via regular mail to Kapsch TrafficCom AG, attn. Mr. Hans Lang, Investor Relations, Am Europlatz 2, 1120 Vienna, Austria, or via e-mail to ir.kapschtraffic@kapsch.net whereas the request in text form (according to Sec. 13 para. 2 AktG) must be attached to the e-mail, for example as a PDF. To the extent that text form within the meaning of Sec. 13 para. 2 AktG is prescribed for declarations, the declaration must be made in a document or in any other manner suitable for permanent reproduction in characters, the declarant must 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, must be written in the German language.

Shareholder status shall be evidenced by a deposit confirmation in accordance with Sec. 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 must relate to the same point in time (date, time of day). Regarding other requirements for deposit confirmations reference is made to the information on entitlement to participate in the meeting (Section IV of this Invitation).

3. The shareholder's right to information pursuant to Sec. 118 AktG

Upon request, each shareholder shall be provided with information regarding Company affairs at the AGM to the extent that such information is necessary to properly assess an agenda item. The duty to provide information also extends to the Company's legal relationships with affiliated companies and to the position of the Group and the companies included in the Consolidated Financial Statements.

Providing information may be refused if 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 its disclosure would be subject to criminal sanctions.

Preconditions for exercising the shareholder's right to information are the proof of the entitlement to participate in the meeting (Section IV of this Invitation) and having granted the respective power of attorney to a special proxy (Section V of this Invitation).

Express reference is made to the fact that also **during the virtual AGM, the right to information** pursuant to Sec. 118 AktG can be exercised by the shareholders, exclusively by e-mailing questions directly to the Company at the following e-mail address: fragen.kapsch@hauptversammlung.at

The Chairman can establish **reasonable time limits** during the AGM.

Notwithstanding this, shareholders are requested to e-mail all questions in text form in advance to the address fragen.kapsch@hauptversammlung.at in due time so that they are received by the Company no later than the third business day before the AGM, i.e., by Friday, September 3, 2021. This will enable the Company to prepare as accurately as possible and to answer questions at the AGM as quickly as possible. Shareholders are asked to use the **Question Form** which is available on **the Company's website**. If this Question Form is not used, the person (name/company, date of birth/company register number of the shareholder) must be named in the corresponding e-mail. We would also ask to include the deposit number in the e-mail in order to enable the Company to verify the identity of and conformity with the safe custody receipt.

The document containing **Information on Participation** has additional information and describes the methods of exercising the shareholder's right to information under Sec. 118 AktG.

4. Shareholder requests at the AGM pursuant to Sec. 119 AktG

Every shareholder – irrespective of the particular level of share ownership – is entitled to file a request on any item of the agenda at the virtual AGM by way of his special proxy pursuant to the COVID-19-GesG and the COVID-19-GesV.

A shareholder's request to nominate a candidate for election to the Supervisory Board requires timely submission of a resolution proposal in accordance with Sec. 110 AktG. Candidates for election to the Supervisory Board (agenda item 7) can only be nominated by shareholders whose aggregated holdings represent at least 1% of the share capital. The Company must receive such nominations in the manner described above no later than by **August 30, 2021**. Each candidate nomination must be accompanied by a statement pursuant to Sec. 87 para. 2 AktG of the proposed person about his or her professional qualifications, professional or comparable positions held, and all circumstances which could give rise to a suspicion of bias.

Failing with the aforementioned, the shareholder's motion to nominate a candidate for election to the Supervisory Board cannot be considered in the voting

So far, the Supervisory Board has four members elected by the AGM. Therefore, the provisions regarding the minimum gender quota pursuant to Sec. 86 para. 7 AktG do not apply.

The point in time up to which instructions on the submission of requests to the special proxy are possible will be determined by the Chairman in the course of the virtual AGM.

Preconditions for this are the prove of the entitlement to participate in the meeting pursuant to Section IV of this Invitation and having granted the respective power of attorney to a special proxy pursuant to Section V of this Invitation.

The document containing Information on Participation has additional information and describes the methods of exercising the shareholder's right to make requests in accordance with Sec. 119 AktG.

5. Information on data processing for shareholders

The processing of Personal Data of the shareholders is necessary for participation in the AGM. Information on the processing of Personal Data of participants of the AGM is available on **the Company's website**.

VII. ADDITIONAL INFORMATION AND NOTICES

Total number of shares and voting rights

At the time of the convocation of the AGM the share capital of the Company amounts to EUR 13,000,000.00 and is divided into 13,000,000 no-par bearer shares. Each share grants one vote. The total number of shares entitled to participate in and vote at the AGM therefore amounts to 13,000,000 shares at the date of the convocation of the AGM. At the time of the convocation of the AGM the Company holds neither directly nor indirectly own shares.

No physical presence

We again expressly note that neither shareholders nor guests will be admitted to the upcoming virtual AGM in accordance with the COVID-19-GesV.

Reference to people

When referring to people, for readability reasons, only the masculine form is used. However, this always refers to men, women, and non-binary persons.