

Kapsch TrafficCom

Remuneration Report *for financial year 2024/25.*

*Report pursuant to Sec. 78c
Austrian Stock Corporation Act (AktG).*

Table of contents.

1 Summary.	2
2 Introduction.	3
3 Remuneration of the members of the Executive Board.	4
3.1 Basic features of the Executive Board remuneration policy.	4
3.1.1 Fundamentals and overview.	4
3.1.2 Fixed remuneration.	5
3.1.3 Profit-based remuneration.	5
3.1.4 Variable remuneration I: non-financial criteria.	6
3.1.5 Variable remuneration II: non-financial criteria (employee satisfaction).	6
3.1.6 Benefits equally enjoyed by all employees	6
3.1.7 D&O insurance.	6
3.1.8 Optional benefits.	6
3.2 Executive Board remuneration.	8
3.2.1 Total remuneration.	8
3.2.2 Executive Board remuneration in financial year 2024/25.	8
3.2.3 Relative composition of the Executive Board remuneration in financial year 2024/25.	9
3.2.4 Development of the remuneration.	10
4 Remuneration of the Members of the Supervisory Board.	10
4.1 Fundamentals of the Supervisory Board remuneration policy.	11
4.1.1 Fundamentals.	11
4.1.2 Remuneration.	11
4.2 Supervisory Board member remuneration.	12

1 Summary.

In the 2024/25 financial year, the Executive Board of Kapsch TrafficCom AG received a total remuneration in the amount of TEUR 1,783 . The Supervisory Board remuneration of Kapsch TrafficCom AG was EUR 141,750. Kapsch TrafficCom does not have a stock option program, neither for the Executive Board nor for the Supervisory Board.

Remuneration of the Executive Board for financial year 2024/25.

in TEUR		Fixed	Variable	Pension fund	Other	Total
Georg Kapsch	Chairman, Chief Executive Officer	920.5	10.0	n.a.	14.1	944.6
Alfredo Escribá Gallego	Member, Chief Technology Officer	624.6	10.0	14.7	42.7	692.0
Andreas Hämmerle ¹⁾	Member, Chief Financial Officer	130.1	2.5	10.0	3.5	146.1
Total		1,675.2	22.5	24.7	60.3	1,782.7

¹⁾ Andreas Hämmerle left the Executive Board on November 6, 2023, his employment contract ended by agreement in the financial year 2024/25.

The total remuneration of the Executive Board for the 2024/25 financial year decreased by 43.8%. This was mainly due to the fact that profit-related remuneration was not achieved in this year and the termination of Andreas Hämmerle's employment contract in June 2024. After his departure, Kapsch TrafficCom had two (instead of three) Executive Board members. The average annual remuneration of a member of the Executive Board in the reporting period decreased by 25.0%. The average remuneration of employees at Kapsch TrafficCom AG (excluding the Executive Board and based on full-time equivalents) increased by 5.1%.

In the reporting period, the members of the Executive Board were not entitled to any profit-related remuneration because the requirement of an EBIT of at least EUR 20 million in the financial year was not met.

Remuneration of the Supervisory Board.

in TEUR	Functions in			2023/24	2024/25
	Supervisory Board	Audit Committee	Remuneration Committee		
Sonja Hammerschmid	Chairwoman ⁴⁾		Chairwoman ⁴⁾	19.8	35.0
	Member ³⁾		Member ²⁽³⁾		
	Deputy Chairwoman ⁴⁾				
Monika Brodey	Member ²⁽³⁾	Member ²⁾		13.8	38.0
Franz Semmernegg	Chairman ³⁾	Chairman ¹⁾	Chairman ³⁾	37.0	17.0
		Chairman ²⁽³⁾			
Harald Sommerer	Deputy Chairman ³⁾	Member ¹⁾		39.3	20.0
Sonja Wallner	Member ⁴⁾	Chairwoman ⁴⁾	Member ⁴⁾	0.0	19.3
Martin Fellendorf	Member ⁴⁾			0.0	12.5
Sabine Kauper	Member ¹⁾		Member ¹⁾	10.3	0.0
Total				120.0	141.8

¹⁾ Until September 6, 2023

²⁾ From September 6, 2023

³⁾ Until September 4, 2024

⁴⁾ From September 4, 2024

At the Annual General Meeting on September 4, 2024, a new total remuneration of EUR 160,000 was determined; until then, the previously determined total remuneration of EUR 120,000 applied. As before, the distribution of this amount is the responsibility of the Chair of the Supervisory Board.

Shares owned by members of the Executive Board and Supervisory Board.

As of the balance sheet date, the members of the Supervisory Board and the Executive Board did not hold any shares in the company.

2 Introduction.

The Remuneration Report 2024/25 has been prepared by the Executive Board and Supervisory Board and will be submitted to the Annual General Meeting in September 2025 for approval.

Group result 2024/25

■ Revenues: EUR 530 million

■ EBIT: EUR 13 million

■ Employees at March 31, 2025: 3,041

Business performance 2024/25.

In financial year 2024/25, Kapsch TrafficCom was able to strengthen the foundations for a successful future. All in all, the company recorded a slight improvement in its business performance.

Strategically, the year was marked by a comprehensive strategy review and the deconsolidation of several companies. This affected TMT Services and Supplies Proprietary Limited (TMT) in South Africa at the beginning of the financial year and Kapsch Telematic Services IOOO in Belarus in the fourth quarter.

The geopolitical situation remained unstable during the reporting period, which meant that the supply chain required particular attention. Nevertheless, Kapsch TrafficCom recorded a further improvement in its financial and asset position, which is also reflected in the corresponding key figures. In March, the company also agreed on long-term financing with its main banking partners, which secures its liquidity.

Project developments. The operating projects continued to perform well, with several implementation projects entering the operational phase or having their operating life extended. In addition, order intake was extremely encouraging at EUR 802 million (previous year: EUR 734 million).

On the one hand, increasing projects for urban traffic management are worth highlighting: In January, a major city tolling project went into operation in Gothenburg, Sweden. It comprises a multi-lane free flow (MLFF) tolling system for the entire city center with automatic vehicle identification. Kapsch TrafficCom also received an order in Guatemala for an urban mobility management solution that includes traffic light control for 511 intersections.

On the other hand, Kapsch TrafficCom can now point to reference projects in North America, Europe, and the APAC region, as well as large rollouts of applications for connected vehicles. Particularly noteworthy here are Europe's largest project for cooperative intelligent transport systems (C-ITS) in regular highway traffic in Germany and the completion of two projects in Spain that include connected vehicle applications: Spain's first connected corridor in the greater Bilbao area, which enables communication between vehicles and infrastructure, and the MLFF tolling system in the Bizkaia region with additional roadside units for connected vehicle applications in a C-ITS corridor. All these systems enable information about traffic or hazardous situations to be transmitted directly to vehicles or drivers.

The operation of the tolling system in the South African province of Gauteng was extended again during the reporting period, but ended at the end of March 2025. Although the nationwide tolling system in Belarus continues to operate, Kapsch TrafficCom relinquished the majority of voting rights and control in the operating company Kapsch Telematic Services IOOO during the reporting period.

3 Remuneration of the members of the Executive Board.

The Executive Board of Kapsch TrafficCom was composed as follows in the 2024/25 financial year:

Name and function	Areas of responsibility	Born	Year first appointed	Year current term expires
Georg Kapsch Chairman Chief Executive Officer	Sales, Production, Finance, Legal, People Management, Marketing & Communications, Corporate Development, Investor Relations, "Environment, Social & Governance", Global Services, Demand Management, Tolling Services	1959	2002	2029
Alfredo Escribá Gallego Member Chief Technology Officer	Technology & Platforms, Software Excellence, Application Centers Tolling and Traffic, Product Management, Supply Chain Management, Corporate Information & Management Systems	1969	2019	2029

3.1 Basic features of the Executive Board remuneration policy.

At the Supervisory Board meeting of June 15, 2020, the Supervisory Board adopted the Remuneration Policy ("Remuneration Policy 2020") for the Executive Board and the Supervisory Board as proposed by the Remuneration Committee. The Supervisory Board presented the Remuneration Policy to the ordinary Annual General Meeting on September 9, 2020, for a vote. With 70.4 % of the shares present for the vote, more than 99.9% approved the Remuneration Policy 2020. The result has the character of a recommendation and could not be contested.

At its meeting on June 18, 2024, the Supervisory Board approved the remuneration policy for the Executive Board and Supervisory Board proposed by the Remuneration Committee ('Remuneration Policy 2024'), thereby replacing the policy from 2020. The Supervisory Board submitted this remuneration policy to the Annual General Meeting on September 4, 2024. With 73.5 % of the votes cast, more than 98.3 % voted in favour of the 2024 Remuneration Policy. The vote was of a recommendatory nature and was not subject to appeal. The changes in the remuneration policy are subject to the approval of the supervisory authorities. In line with the value adjustment clause for individually agreed fixed remuneration, a value adjustment of the fixed remuneration range was also included. No other significant changes were made to the content.

Thereafter, the Remuneration Policy shall be presented to the Annual General Meeting at least every fourth financial year for a vote and will therefore be presented for resolution at the Annual General Meeting 2028.

The entire Executive Board of Kapsch TrafficCom is subject to the 2020 remuneration policy, which, as outlined above, corresponds to the new 2024 remuneration policy.

3.1.1 Fundamentals and overview.

Fundamentals.

- The remuneration ensures that the Executive Board acts in the best interests of the Company, taking into account the interests of shareholders, employees and the public interest.
- The remuneration takes into account the economic position of the business managed by the Company and the Group on the one hand and the qualifications, scope of duties and performance of the individual Executive Board member on the other.
- National and international market circumstances and remuneration levels in comparable companies are taken into account. Only in this way is it possible to ensure that the Company remains attractive for suitable Executive Board members in the future.
- The remuneration and employment conditions of the Company's employees are also taken into account in the Remuneration Policy. The Company strives to attract and retain highly qualified and motivated employees. Remuneration in line with the market, other benefits and flexible working hours make the Company an attractive employer and employees are instrumental in enabling the Company to achieve its strategic goals.
- Variable remuneration should offer an adequate incentive to perform, but not entice members of the Executive Board to take inappropriate risks. It is largely based on long-term criteria and also takes non-financial targets into account. The remuneration is intended to promote the strategy and long-term development of the Company.

- Kapsch TrafficCom pursues the following guiding principle: Redefining the limits of mobility and avoiding traffic congestion with innovative solutions for transport and traffic. Always with a focus on protecting the environment.

Overview of the remuneration components.

The remuneration for members of the Executive Board consists of the following:

- Fixed remuneration
- Variable remuneration
 - Profit-based component
 - Non-financial targets: Variable remuneration I
 - Non-financial targets: Variable remuneration II (employee satisfaction)
- Benefits equally enjoyed by all employees
- D&O insurance
- Optional other contractual benefits
 - Company pension plan
 - Severance payment
 - Insurance
 - Continued payment of remuneration in the event of illness or death
 - Fringe benefits

The Company does not grant any share-based remuneration.

3.1.2 Fixed remuneration.

The members of the Executive Board receive fixed annual remuneration that is agreed individually. It should be more than EUR 300,000 (gross) per member of the Executive Board and financial year and may not exceed the value of EUR 1,200,000 (gross). If a member of the Executive Board works for the Company for less than one financial year or a member of the Executive Board departs prior to the end of a financial year, the indicated limits will be applied proportionately.

The fixed remuneration is usually adjusted once a year in accordance with the change in a recognized index (e.g. in the case of remuneration in Euros: the Consumer Price Index calculated by Statistics Austria, Federal Statistical Office of Austria; in the case of remuneration in US Dollars: US Consumer Price Index [CPI-U] provided by the Bureau of Labor Statistics). The Remuneration Committee decides on any further adjustments.

3.1.3 Profit-based remuneration.

The aim of profit-based remuneration is to set suitable performance incentives for management and at the same time refrain from taking inappropriate risks. The profit-based remuneration is therefore in line with the strategy and development of the Company, which is geared towards long-term value creation and the targets formulated within the strategy. The following criteria are used to calculate the profit-based remuneration:

Assessment basis.

As EBIT is the most important key figure for managing profitability at Kapsch TrafficCom, profit-related remuneration for a financial year is paid in three annual tranches as an incentive for sustainable EBIT development, with the specific amount of tranches two and three depending on EBIT development in subsequent years.

Amount of profit-based remuneration.

An entitlement to the profit-based remuneration for a financial year only takes effect if the base value is at least EUR 20 million. The specific amount of the profit-based remuneration is determined by (i) the amount of the EBIT, whereby the EBIT development (corridor) is to be taken into account for the calculation of tranches two and three, and (ii) a percentage of the EBIT to be agreed individually with the respective member of the Executive Board.

Payout terms. The profit-based remuneration for a financial year is paid out in three annual tranches:

- 60% of the profit-based remuneration in November of the financial year following the year in which the entitlement arises ("tranche one");
- 30% of the profit-based remuneration in November of the second financial year following the year in which the entitlement arises, whereby the specific amount depends on EBIT development (corridor) ("tranche two");
- 10% of the profit-based remuneration in November of the third financial year following the year in which the entitlement arises, whereby the specific amount depends on the EBIT performance (corridor) ("tranche three").

3.1.4 Non-financial targets: Variable remuneration I.

The Remuneration Committee sets four non-financial targets for each financial year, at least two of which are to cover a period of several years. When selecting the targets, the Remuneration Committee can also be guided by the key figures in the company's latest consolidated non-financial report or set them according to other criteria. A member of the Executive Board is entitled to an amount of EUR 10,000 (gross) for the achievement of each individual target. This remuneration component is paid out in November of the financial year following the financial year in which the respective target was achieved.

3.1.5 Non-financial targets: Variable remuneration II (employee satisfaction).

Satisfied employees are an essential building component for the success of the Kapsch TrafficCom Group. For this reason, employee surveys are conducted at regular intervals. The Remuneration Committee defines criteria based on the results of these employee surveys which, if achieved, entitle each Executive Board member to a further variable remuneration of EUR 10,000 (gross) for each year since the last employee survey. An entitlement to this variable remuneration can only arise – provided that the other requirements are met – if a member of the Executive Board has been in office for at least two calendar years.

3.1.6 Benefits equally enjoyed by all employees.

Kapsch TrafficCom provides certain benefits to all employees. This may include members of the Executive Board, in each case under the same conditions and to the same extent as all other employees. If a benefit is available to a different extent in the future or no longer available in general, this shall apply analogously to the members of the Executive Board. Examples of such benefits are:

- Business trip health insurance to cover medical costs on business trips.
- Business trip emergency help provides support in medical or safety-relevant emergencies. Furthermore, it offers advice on questions about the destination before starting a business trip (particularly on risk factors). It is not possible to individually categorize this service for specific persons.

3.1.7 D&O insurance.

The members of the Executive Board, the Supervisory Board and senior executives at Kapsch TrafficCom are insured against financial loss as part of a directors and officers liability insurance ("D&O insurance"). The insurance contract contains standard market conditions. Due to the payment of a collective premium, it is not possible to individually categorize the insurance for specific members of the Executive Board and no premiums have to be covered by the members of the Executive Board. This insurance is not classified as remuneration in kind subject to income tax according to applicable Austrian law.

3.1.8 Optional other contractual benefits.

Company pension plan.

The importance of a company pension plan alongside the government pension insurance is increasing. For this reason, Kapsch TrafficCom may agree with the members of the Executive Board that a share of the total remuneration is contributed to an external pension fund in the form of payments. The amount of these contributions is agreed individually when the management contract is concluded and may not exceed EUR 100,000 per year per member of the Executive Board. The pension commitments are defined contribution plans; the Company has no obligation to make additional contributions in

the event of insufficient investment performance by the pension fund. Upon termination of their service on the Executive Board, members of the Executive Board shall have no further claims against the Company for payments to an external pension fund.

Severance payment.

A severance payment may be agreed with members of the Executive Board in their management contracts in the following situations: upon expiry of their term of office without further extension or in the event of premature termination of the contract without good cause.

In any case, the severance payment for a member of the Executive Board may not exceed two times their total annual remuneration. The total annual remuneration to be used for this purpose is calculated as the average of the respective total remuneration in the last two financial years. The amount of the agreed severance payment shall in any case be reduced

- by the balance of the pension fund account as of the reporting date and
- by any existing claims to continued payment of the fixed remuneration.

Insurances.

For members of the Executive Board employed in Austria, insurance (particularly travel accident insurance, accident insurance, supplementary health insurance) can be concluded and its premiums covered by the Company. The total annual premiums may not exceed EUR 10,000 per Executive Board member.

Adequate private insurance can be concluded for Executive Board members that are employed in other countries without comparable government health insurance. The premiums for this are covered by the Company up to an annual maximum amount of EUR 50,000 per Executive Board member.

Continued payment of remuneration in the event of illness or death.

The Executive Board contract may stipulate that, in the event of incapacity to work due to illness or accident, entitlement to fixed remuneration shall remain in force for a maximum of the remaining term of the employment contract, but not exceeding a maximum of two years' total remuneration.

In the event that an Executive Board member dies, an entitlement to continued payment of the remuneration may be granted for the benefit of the statutory heirs for the month of death and the two following months.

Fringe benefits.

Executive Board members have an entitlement to a company car. A driver can be provided. The company car and the driver can also be used privately. Instead of a company car, an appropriate vehicle allowance may be granted for expenses in connection with the purchase and operation of a vehicle.

The Company covers the cost of the standard electronic work equipment (smartphone, notebook, etc.) for office and home use. The secretaries may be used by Executive Board members for private purposes (e.g., the booking of private trips or cultural events, etc.) to the standard extent in the industry.

Kapsch TrafficCom can provide members of the Executive Board with a company apartment or an allowance for housing. A condition for this is that the Executive Board member's place of residence is not in Vienna or within 100 kilometers of Vienna as the crow flies at the time the Executive Board mandate is accepted. The costs of a company apartment or housing allowance are covered by the Company up to a maximum of EUR 3,500 net per month.

The Company can assume expenses for health care, if not already covered by an insurance, for an amount of up to EUR 1,500 per financial year.

Kapsch TrafficCom may offer members of the Executive Board relevant training for their duties and cover the costs incurred.

Extraordinary remuneration.

Extraordinary remuneration is not provided.

3.2 Executive Board remuneration.

3.2.1 Total remuneration.

The total compensation to the Executive Board of Kapsch TrafficCom in the 2024/25 financial year decreased by 43.8% to TEUR 1,783 . The main reasons for this were the failure to achieve profit-based remuneration this year and the termination of Andreas Hämmerle's employment contract in June 2024.

3.2.2 Executive Board remuneration in financial year 2024/25.

in EUR	Georg Kapsch	Alfredo Escribá Gallego ¹⁾	Andreas Hämmerle	Total
Fixed remuneration	920,486	624,631	130,098	1,675,215
Profit-based remuneration	-	-	-	-
	(0.75% of EBIT ²⁾)	(0.50% of EBIT ²⁾)	(0.50% of EBIT ²⁾)	
thereof deferred payments	-	-	-	-
Variable remuneration I	10,000	10,000	2,500	22,500
Variable remuneration II (employee satisfaction)	-	-	-	-
Variable remuneration	10,000	10,000	2,500	22,500
Pension fund	n.a.	14,662	10,000	24,662
Other remuneration³⁾	14,071	42,738	3,513	60,322
	-	-	-	
Total remuneration	944,557	692,031	146,112	1,782,700

¹⁾ Payments in US Dollar; applied average exchange rate in the reporting period: 1.074. Pension fund means payments into the US pension account 401 (k).

²⁾ EBIT = Earnings Before Interest and Taxes, operating result

³⁾ Other remuneration comprises: various insurances, company car as compensation in kind or car allowance.

In the 2024/25 financial year, payments of TEUR 726 were made to members of the Executive Board for variable and profit-based remuneration components from previous periods. Andreas Hämmerle will receive the deferred payment (tranche 2) of the profit-related remuneration for the 2023/24 financial year in November 2025. Georg Kapsch and Alfredo Escribá Gallego will not receive this tranche as the EBIT performance relevant to them was below the corridor required for a payment. The third tranche will be paid out in November 2026, depending on further EBIT development. The variable remuneration components from the 2024/25 financial year will be paid out in November 2025.

Profit-based remuneration.

In the reporting period, the members of the Executive Board were not entitled to any profit-based remuneration because the requirement of EBIT of at least EUR 20 million in the financial year was not met.

Variable remuneration I. The multi-year targets from the financial year 2023/24 that relate to the financial year 2024/25 were:

- Reduction of the corporate carbon footprint (CCF) by 14% by the end of the 2025/26 financial year based on the 2023/24 financial year.
- Improvement of the CDP rating to A- by the end of the 2025/26 financial year.

The one-year targets from the financial year 2024/25 were:

- By March 31, 2025, the proportion of women in management positions (calculated as in the non-financial report) within the Group shall be at least 30%.
- At least 95% of the employees required to complete the Capital Market Compliance Online Training 2024 must do so.

These targets were partially met.

The above mentioned multi-year targets also apply to the next financial year 2025/26.

Variable remuneration II. A survey is conducted at defined intervals to ascertain employee satisfaction. The results of the employee survey form the basis for entitlements to variable remuneration II (employee satisfaction). Each member of the Executive Board is granted a bonus of EUR 10,000 for each financial year since the previous survey if 100% of the following criteria are met in the employee survey:

- A response rate of over 55%.
- A positive response by more than 85% to the question “Considering everything, I believe that KTC is a great place to work”.

These criteria were partially met. The response rate was achieved, but the target value for positive responses to the question was not reached at 81%, although this was an improvement on the previous year's figure of 77%. Therefore, there was no entitlement to variable remuneration II.

The information on variable remuneration I and II complies with the requirements of ESRS 2 GOV-3 in the Non-Financial Statement 2024/25.

3.2.3 Relative composition of the Executive Board remuneration in the financial year 2024/25.

	Fixed	Variable	Pension fund	Other	Total ¹⁾
Georg Kapsch	97%	1%	n.a.	1%	100%
Alfredo Escribá Gallego	90%	1%	2%	6%	100%
Andreas Hämmerle ²⁾	89%	2%	7%	2%	100%

¹⁾ For ease of presentation, amounts have been rounded. However, calculations are done using exact amounts which may lead to rounding differences.

²⁾ Andreas Hämmerle left the Executive Board on November 6, 2023, his employment contract ended by agreement in the financial year 2024/25.

3.2.4 Development of the remuneration.

		Change		
	2023/24	absolute	in %	2024/25
Total Executive Board remuneration (in EUR)				
Georg Kapsch	1,371,732	-427,175	-31.1%	944,557
Alfredo Escriba Gallego ¹⁾	905,727	-213,696	-23.6%	692,031
Andreas Hämmerle ²⁾	893,606	-747,494	-83.6%	146,112
Total	3,171,065	-1,388,365	-43.8%	1,782,700
Average remuneration (in EUR)				
Average remuneration of an Executive Board member ³⁾	1,057,022	-264,711	-25.0%	792,311
Average remuneration per employee ⁴⁾	74,628	3,798	5.1%	78,426
Financial performance of Kapsch TrafficCom				
Revenues (EUR million)	538.8	-8.5	-1.6%	530.3
EBIT ⁵⁾ (EUR million)	70.3	-57.7	-82.1%	12.6
Equity ratio ⁶⁾	18.8%	n.a.	1.2bp	20.0%

¹⁾ Payments in US Dollars; applied average exchange rate in the reporting period: 1.074

²⁾ Andreas Hämmerle left the Executive Board on November 6, 2023, his employment contract ended by agreement in the financial year 2024/25.

³⁾ Calculation: Total Executive Board remuneration / Number of Executive Board members; appointments or resignations during the year are recorded on a pro-rata basis.

⁴⁾ Average remuneration of employees at Kapsch TrafficCom AG (excluding the Executive Board) on a full-time equivalent basis

⁵⁾ EBIT = Earnings Before Interest and Taxes, operating result

⁶⁾ Calculation: total equity / total assets

4 Remuneration of the members of the Supervisory Board.

In the 2024/25 financial year, the members of the Supervisory Board were:

	Position	Year of birth	Year first appointed	Year current term expires
Sonja Hammerschmid	Chairwoman ¹⁾	1968	2021	2025
Monika Brodey	Deputy Chairwoman ²⁾	1966	2023	2027
Franz Semmernegg	Chairman ³⁾	1968	2002	2024
Harald Sommerer	Deputy Chairman ³⁾	1967	2013	2024
Sonja Wallner	Member ⁴⁾	1971	2024	2028
Martin Fellendorf	Member ⁴⁾	1960	2024	2028
Christian Windisch	Member ⁵⁾	1963	2002	-
Robert Kutschera	Member ⁵⁾	1976	2023	-

¹⁾ Sonja Hammerschmid succeeded Franz Semmernegg as Chairwoman of the Supervisory Board as of the constituent Supervisory Board meeting on September 4, 2024.

²⁾ Monika Brodey succeeded Harald Sommerer as Deputy Chairwoman of the Supervisory Board as of the constituent Supervisory Board meeting on September 4, 2024.

³⁾ Franz Semmernegg and Harald Sommerer left the Supervisory Board at the end of her appointed term upon the conclusion of the Annual General Meeting on September 4, 2024.

⁴⁾ Sonja Wallner and Martin Fellendorf were elected to the Supervisory Board at the Annual General Meeting on September 4, 2024.

⁵⁾ Delegated by the works council, which may recall a member it has delegated at any time.

The Supervisory Board has established an Audit Committee and a Remuneration Committee. At the end of the reporting period, the Audit Committee is made up of Sonja Wallner (Chairwoman and financial expert), Monika Brodey and Christian Windisch. Sonja Hammerschmid (Chairwoman) and Sonja Wallner form the Remuneration Committee. Both committee members have knowledge and experience in the area of remuneration policy.

4.1 Fundamentals of the Supervisory Board remuneration policy.

4.1.1 Fundamentals.

- The Remuneration Policy for the Supervisory Board aims to adequately compensate members for their tasks and responsibilities. This should make it possible to recruit qualified people with the appropriate personal and professional skills for this work.
- A professionally qualified and balanced Supervisory Board should not only fulfill its monitoring function, but also support the Executive Board in managing the Company, particularly in decisions of fundamental importance. This serves to promote the business strategy, the long-term development of the Company and the promotion of sustainability aspects in relation to the environment, social issues and corporate governance.
- When drafting the remuneration policy for the Supervisory Board, the remuneration and employment conditions of the employees at Kapsch TrafficCom were not taken into account due to their lack of relevance.

4.1.2 Remuneration.

The Supervisory Board consists of the members elected at the Annual General Meeting ("Capital Representatives") and the members appointed by the works council. The latter exercise their duty voluntarily on account of mandatory statutory provisions and do not receive any remuneration for their work.

The total remuneration is divided between the Capital Representatives, the amount of which is determined at the Annual General Meeting. The allocation of this amount is the responsibility of the Chair of the Supervisory Board. She/He shall take account of the duties handled by the Capital Representatives (e.g. chair work, membership on committees). The remuneration for the members of the Supervisory Board can be paid out monthly, quarterly or annually.

The Company expects the members of the Supervisory Board to also perform their duties outside of the quarterly meetings (for example, through circular resolutions or in extraordinary meetings). Kapsch TrafficCom therefore does not consider the payment of meeting fees to be appropriate.

There is no employment relationship between the Capital Representatives and the Company. The members of the Supervisory Board are not entitled to any other bonuses, incentive systems, share-based remuneration or other variable remuneration components.

Expenses and Infrastructure.

Members of the Supervisory Board are reimbursed for travel expenses.

All Capital Representatives can make use of the office infrastructure and secretary support in exercising their duties at the headquarters of the Company. Kapsch TrafficCom also assumes the costs for phone and video conferences if they are related to the Supervisory Board function at Kapsch TrafficCom.

Kapsch TrafficCom may offer members of the Supervisory Board relevant training for their duties and cover the costs incurred.

D&O insurance.

The members of the Supervisory Board, the Executive Board and senior executives at Kapsch TrafficCom are insured against financial loss as part of a directors and officers liability insurance (D&O insurance). The insurance contract contains standard market conditions. Due to the payment of a collective premium, it is not possible to individually categorize the insurance for specific members of the Supervisory Board and no premiums have to be covered by the members of the Supervisory Board. This insurance is not classified as remuneration in kind subject to income tax according to applicable Austrian law.

4.2 Supervisory Board member remuneration.

At the Annual General Meeting on September 4, 2024, total remuneration of EUR 160,000 per year was approved for the elected members of the Supervisory Board. Until then, the total remuneration of EUR 120,000 per year determined by the Annual General Meeting on September 9, 2015 applied. This will remain in force until a future Annual General Meeting decides on a different remuneration. The specific distribution of this amount is the responsibility

of the Chair. The following amounts were paid out:

in EUR	Functions	2023/24	2024/25
Sonja Hammerschmid	Chairwoman of the Supervisory Board ⁴⁾ , Member of the Supervisory Board ³⁾ , Chairwoman of the Remuneration Committee ⁴⁾ , Member of the Remuneration Committee ²⁽³⁾	19,750	35,000
Monika Brodey	Deputy Chairwoman of the Supervisory Board ⁴⁾ , Member of the Supervisory Board ²⁽³⁾ , Member of the Audit Committee ²⁾	13,750	38,000
Franz Semmernegg	Chairman of the Supervisory Board ³⁾ , Chairman of the Audit Committee ¹⁾ , Chairman of the Remuneration Committee ³⁾	37,000	17,000
Harald Sommerer	Deputy Chairman of the Supervisory Board ³⁾ , Chairman of the Audit Committee ²⁽³⁾ , Member of the Audit Committee ¹⁾	39,250	20,000
Sonja Wallner	Member of the Supervisory Board ⁴⁾ , Chairwoman of the Audit Committee ⁴⁾ , Member of the Remuneration Committee ⁴⁾	0	19,250
Martin Fellendorf	Member of the Supervisory Board ⁴⁾	0	12,500
Sabine Kauper	Member of the Supervisory Board ¹⁾ , Member of the Remuneration Committee ¹⁾	10,250	0
Total		120,000	141,750

¹⁾ Until September 6, 2023

²⁾ From September 6, 2023

³⁾ Until September 4, 2024

⁴⁾ From September 4, 2024

The remuneration of the former Remuneration Committee was agreed with the meanwhile resigned Chairman of the Supervisory Board and was not paid on a linear or quarterly basis. Instead, due to the low absolute annual amount, the total amount of EUR 3,500 was paid in full in the second half of the year. In future, this remuneration will be paid on a linear and quarterly basis.

The total remuneration of EUR 160,000 (previously EUR 120,000) approved at the Annual General Meeting on September 4, 2024 will be distributed as follows in line with the previous scheme:

in EUR	Oct. 1, 2021 until Oct. 1, 2024	Since Oct. 1, 2024
Supervisory Board		
Chair	30,000	45,000
Deputy Chair	30,000	40,000
Member	19,000	25,000
Audit Committee		
Chairman	10,000	12,000
Member	8,500	8,500
Remuneration Committee		
Chairman	2,000	3,000
Member	1,500	1,500

Vienna, June 24, 2024



Georg Kapsch
Chief Executive Officer



Sonja Hammerschmid
Chairwoman of the Supervisory Board

Disclaimer.

Certain statements in this report are forward-looking statements. They contain the words “believe,” “intend,” “expect,” “plan,” “assume,” and terms of a similar meaning. Forward-looking statements reflect the beliefs and expectations of the company. Actual events may deviate significantly from the expected developments, due to a range of factors. As a result, readers are cautioned not to place undue reliance on such forward-looking statements. Kapsch TrafficCom AG is under no obligation to update forward-looking statements made herein, unless required by applicable law.

This report was created with care and all data has been checked conscientiously. Nevertheless, the possibility of layout and printing errors cannot be excluded. Differences in calculations may arise due to the rounding of individual items and percentages. The English translation is for convenience; only the German version is authentic.

When referring to people, the authors strive to use both the male and female forms as far as possible (for example: he or she). For readability reasons, occasionally only the masculine form is used. However, it always refers to people of all gender categories.

This report does not constitute a recommendation or invitation to purchase or sell securities of Kapsch TrafficCom.

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Kapsch TrafficCom

Kapsch TrafficCom is a globally renowned provider of transportation solutions for sustainable mobility with successful projects in more than 50 countries. Innovative solutions in the application fields of tolling and traffic management contribute to a healthy world without congestion.

With one-stop-shop solutions, the company covers the entire value chain of customers, from components to design and implementation to the operation of systems.

Kapsch TrafficCom, headquartered in Vienna, has subsidiaries and branches in more than 25 countries and is listed in the Prime Market segment of the Vienna Stock Exchange (ticker symbol: KTCG). In its 2024/25 financial year, over 3,000 employees generated revenues of EUR 530 million.

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