

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

**Proposed Resolutions by the Executive Board and the Supervisory Board  
for the Annual General Meeting  
September 8<sup>th</sup>, 2021**

- 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 2020/21**

No resolution is required for this item of the agenda since the presentation of the aforementioned documents serves only as information to the Ordinary Shareholders' Meeting. The annual financial statements 2020 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 2020/21 show a balance sheet profit in the amount of EUR 98.739.168,07 (thereof profits carried forward EUR 124.617.211,76), which is in the amount of EUR 92.737.710,92 distributable.

The Executive Board and the Supervisory Board propose to pay out no dividends for the business year 2020/21 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 2020/21**

The Executive Board and the Supervisory Board propose a resolution on the formal approval of the action of the members of the Executive Board in office in the business year 2020/21 for such period.

**4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the business year 2020/21**

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 2020/21 for such period.

**5. Appointment of the auditor and the group auditor for the business year 2021/22**

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and Group auditor for the financial year 2021.

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 for the financial year 2020**

The Executive Board and the Supervisory Board of a listed company must 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 connection with section 98a of the Austrian Stock Corporation Act (AktG).

This remuneration report must 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 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 must make a recommendation on passing a resolution on the remuneration report pursuant to Section 108 (1) AktG.

Pursuant to Section 108 (4) item 4 AktG, this resolution proposed by the Executive Board and the Supervisory Board on the remuneration report and the remuneration report itself

must be made accessible on the website as entered in the commercial register as of the 21st day prior to the Annual General Meeting.

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/ktc/ir/annual-general-meeting](http://www.kapsch.net/en/ktc/ir/annual-general-meeting), by no later than **August 18, 2021** (21st day prior to the Annual General Meeting).

The Executive Board and the Supervisory Board propose that the remuneration report for the 2020 financial year be passed as it was made accessible on the website listed in the company register.

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

Kari Kapsch has announced that he will resign from the Supervisory Board at the end of the Annual General Meeting on September 8, 2021. 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 General Meeting. In order to reach this number again three members must be elected in the next general meeting. Therefore, the Supervisory Board proposes electing one person to the Supervisory Board at the coming General Meeting on September 8, 2021, so that the Supervisory Board in future will consist of four members again elected by the General Meeting.

The Supervisory Board has less than six members elected by the General Meeting, therefore the minimum quota according to Section 86 para 7 Austrian Stock Corporation Act ("AktG") is not applicable to Kapsch TrafficCom AG.

The Supervisory Board proposes Sonja Hammerschmid to the Supervisory Board effective as of the end of the General Meeting and up to the end of the General Meeting that passes the resolution on the formal approval for the third business year after the election, whereas the current business year shall not be taken into account. In case the current balance sheet date of March 31 is maintained, the term of office of the members

of the Supervisory Board to be elected shall end at the end of the General Meeting deciding on the formal approval for the business year 2024/25.

The proposed person has made a statement in accordance with § 87 (2) AktG (Austrian companies act), which is also accessible on the company's website, declaring in particular that

1. all circumstances in relation to § 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 finally convicted of any judicially punishable act, in particular none of those under § 87 (2a) 3rd sentence AktG that compromise his professional reliability, and
3. no obstacles to his appointment exist within the meaning of § 86 (2) and (4) AktG.

The General Meeting shall be bound by the proposals made in the election in accordance with the method described below. Proposals for the election of members of the Supervisory Board together with the declarations in accordance with Section 87, para 2 AktG for each person proposed must be made available on the website of the Group no later than **September 1, 2021**; otherwise the persons may not be included in the election. This shall also apply to candidates proposed by shareholders in accordance with section 110 AktG, which must be received by the Group in writing no later than **August 30, 2021**.

**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 (Authorized Capital 2021)**

The Executive Board and the Supervisory board propose that the General Meeting resolve upon a capital increase of Kapsch TrafficCom AG by way of creating authorized capital pursuant to §§ 169 AktG in the amount of 10% of the share capital, excluding the shareholders' subscription right, as follows:

With the consent of the supervisory board and within five years of the authorization resolved upon in the General Meeting on 8 September 2021 being entered in the Companies' Register, the executive board shall be authorized to increase the share capital of the company – in several tranches, if necessary – by up to EUR 1,300,000.-- (one million three hundred thousand euros) by issuing up to 1,300,000 (one million three

hundred 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 14,300,000.-- (fourteen million three hundred thousand euros) in one or several tranches against contribution in cash or in kind, and to determine the issue price as well as the terms of issue (authorized capital). The subscription right of the shareholders with respect to the 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 issue of shares from the authorized capital.

**The Articles of Association are amended in § 5 (share capital and shares) in particular by supplementing a new paragraph 4, which reads as follows:**

- 4) With the consent of the Supervisory Board and within five years of the authorization resolved upon in the Annual General Meeting on 8 September 2021 being entered in the Companies' Register, the Executive Board is authorized to increase the share capital of the company – in several tranches if necessary – by up to EUR 1,300,000.-- (one million three hundred thousand euros) by issuing up to 1,300,000 (one million three hundred 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 14,300,000.-- (fourteen million three hundred thousand euros) in one or several tranches against contribution in cash or in kind, and to determine the issue price as well as the terms of issue (authorized capital). The subscription right of the shareholders with respect to the 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 issue of shares from the authorized capital.

To illustrate the amendment of the Articles of Association, a comparison of the Articles of Association was provided both electronically on the website ([www.kapsch.net/en/ktc/ir](http://www.kapsch.net/en/ktc/ir) or [www.kapsch.net/en/ktc/ir/annual-general-meeting](http://www.kapsch.net/en/ktc/ir/annual-general-meeting)) and also physically at the company's headquarters for inspection.

Vienna, 19<sup>th</sup> July 2021

For the Supervisory Board

.....  
Dr. Franz Semmernegg  
Vorsitzender

Executive Board

.....  
Georg Kapsch  
Chairman

.....  
André Laux

.....  
Alfredo Escribá Gallego, MSc, MBA