

English translation of original German version for convenience purposes only

**Information on the organizational and technical prerequisites for participation
in the ordinary Annual General Meeting
on Wednesday, September 8, 2021, at 10:00 a.m. (CEST), to be held as a
virtual Shareholders' Meeting**

Notice of the convening of the Annual General Meeting of **Kapsch TrafficCom AG** at 10:00 a.m. (CEST) on Wednesday, **September 8, 2021**, was given on **August 6, 2021**.

Meeting to be held as a virtual Shareholders' Meeting

The Annual General Meeting of Kapsch TrafficCom AG on September 8, 2021, will be held as a virtual Shareholders' Meeting in accordance with the COVID-19 Company Law Act (COVID-19-GesG) as amended and the COVID-19 Company Law Ordinance (COVID-19-GesV) based thereon as amended. This means that shareholders and their representatives (with the exception of special proxies) cannot be physically present.

The virtual Annual General Meeting will be held at the conference center next to offices of Kapsch TrafficCom AG, and also located at Am Europlatz 2, 1120 Vienna, Austria, in the physical presence of the Chairman of the Supervisory Board, of 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.

Holding the Annual General Meeting as a virtual meeting will, in the opinion of the Executive Board, serve the interests of both the Company and the shareholders in the best possible way.

We expressly point out that it is **not possible for shareholders to come to the venue of the Annual General Meeting in person**.

Transmission of the Annual General Meeting on the Internet

The entire virtual Annual General Meeting will be transmitted on the Internet so that all Company shareholders can watch it at www.kapsch.net/ktc/ir or www.kapsch.net/en/ktc/ir or www.kapsch.net/ktc/ir/Shareholders-Meeting www.kapsch.net/en/ktc/ir/annual-general-meeting (the "Company's website") starting at **10 a.m. (CEST)** on **September 8, 2021**.

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The transmission of the Annual General Meeting on the Internet will enable all shareholders, who desire to do so, to follow the course of the Annual General Meeting in real time via this one-way audiovisual connection and to watch the presentation of the Executive Board, the answering of shareholders' questions and the voting procedure. It is not necessary to register or login to watch the Annual General Meeting.

The technical prerequisites for shareholders are functional Internet access / a functional Internet connection and a web-enabled device, which has a HTML5-compatible Internet browser with activated Javascript and is capable of audio and video playback of the transmission (e.g., a PC with a monitor and loudspeaker or a notebook, tablet, smartphone, or the like).

Voting rights, the right to make a request, and the right to raise an objection can only be exercised through special proxies.

Any shareholder who fulfills the prerequisites for participation pursuant to Section IV of this Invitation has the right appoint a special proxy. The costs of the special proxy are borne by the Company. Proposing resolutions, casting a vote or raising an objection, can only be made through a special proxy.

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 Artl, LL.M.
c/o a2o.legal - Kooperation selbständiger Rechtsanwälte
Ebendorferstraße 6/10, 1010 Vienna, Austria
e-mail: artl.kapsch@hauptversammlung.at

We ask to use the proxy form for the appointment of a special proxy and **the** form for revoking the proxy which are available on the **Company's website**.

We ask you to indicate in the appropriate field on the proxy form the e-mail address that you will use to send instructions, proposals, or objections to the proxies or to send questions and statements to the Company, so that **your identity as a shareholder** can be swiftly verified.

In your interest, power of attorney should be received no later than on **September 6, 2021, 4:00 p.m. (CEST)** using one of the channels of communication listed below:

A power of attorney can **be e-mailed** to the special proxy you have chosen from the address listed above. This method of transmission ensures that the proxy you choose has direct access to the power of attorney.

In other respects, the following channels of communication and addresses are available for sending a power of attorney:

For regular mail or courier service:

Kapsch TrafficCom AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen am Wechsel

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Austria

For faxes: +43 (1)8900 500-68

Credit institutions can also send proxies using **SWIFT** in accordance with Sec. 114 para. 1 sentence 4 AktG:
GIBAATWGGMS
(message type MT598 or MT599, and
ISIN AT000KAPSCH9 must be cited in the text)

The proxy may expressly not be delivered in person at the meeting venue.

When authorizing another person, it should be noted that **an effective proxy chain** (subproxy) must ensure that one of the four special proxies is authorized to exercise voting rights, the right, to propose resolutions, and the right to raise objections at the Annual General Meeting itself. It is not possible to authorize a person other than one of the four special proxies to exercise these rights at the Annual General Meeting under Sec. 3 para. 4 COVID-19-GesV. However, it is **permissible** to **authorize other persons to exercise** different rights, particularly the **right to information and the right to speak**.

The above provisions regarding the granting of proxies apply mutatis mutandis to the revocation of proxies. If the proxy is revoked after **September 6, 2021, 4:00 p.m. (CEST)** we recommend that the revocation be e-mailed or faxed to the affected proxy, since timely receipt cannot otherwise be ensured.

Instructions to the special proxies

The special proxies shall only exercise voting rights, the right to make motions, and the right to raise objections based on instructions. If there is no instruction regarding a proposed resolution, the proxy shall abstain from voting. The proxy shall also abstain if the instruction for a proposed resolution is ambiguous (e.g., simultaneously FOR and AGAINST the same proposed resolution).

The shareholders are requested to issue their instructions to their chosen proxy on the section of the proxy form intended for this purpose, which will be available on the Company's website, no later than **August 18, 2021**. A form for issuing instructions is also available on the Company's website. We request that the instructions **be e-mailed** to the aforementioned address of the proxy of your choice so that the proxy gets direct access to the instructions.

The instructions can be **issued together with the granting of the proxy or at a later date**. Instructions on exercising voting rights, the right to make motions, and the right to raise objections can be issued **before or during the Annual General Meeting until a particular time set by the Chairman**. Until this time, shareholders will be able to modify instructions already issued or to issue new instructions.

Given the possibility of a large number of contact attempts at the same time, the proxy cannot guarantee that he/she will be reachable by telephone **during the Annual General Meeting**. Therefore, sending an **e-mail to the aforementioned e-mail address of your proxy** is the **only** means of communication that should be used.

Every e-mail must show the identity of the shareholder (name/company name, date of birth/Commercial Register number of the shareholder) and indicate the end of the declaration by reproducing the shareholder's signature or otherwise, e.g., by giving the name/company name (Sec. 13 para. 2 AktG). To enable the proxy to verify your identity and match it with the deposit confirmation, we request that you also include your deposit number in the e-mail in this case.

It should be noted that it **may be necessary to briefly interrupt the virtual Annual General Meeting** to safely process the shareholder instructions to the proxy holder that are received during the Annual General Meeting.

The shareholders' right to information and right to speak

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 **right to information and the right to speak** can be exercised **exclusively by in text form by sending an e-mail** to the e-mail address set up specifically for this purpose: fragen.kapsch@hauptversammlung.at. Please use the **Question Form**, which will be available on the Company's website, no later than **August 18, 2021**, and attach the filled-out and signed form to the e-mail.

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If you send your questions or statements and do not use **the Question Form**, the e-mail **must show the identity of the shareholder** (name/company name, date of birth/Commercial Register number of the shareholder) and indicate the end of the declaration **by reproducing the shareholder's signature** or otherwise, e.g., by giving the name/company name (Sec. 13 para. 2 AktG). To enable the Company **to verify your identity** and match it with the deposit confirmation, we **request** that you **also include your deposit number** in the e-mail in this case.

If the right to information and/or the right to speak is exercised by a representative, proof of authorization must also be provided in text form. Please note that the **special proxy cannot be authorized to exercise the right to information and/or the right to speak**.

The shareholders are **requested to e-mail all questions in text form in advance** to the following address: fragen.kapsch@hauptversammlung.at. **This should happen** in due time so that they are **received** by the Company no later than **September 3, 2021**. This will enable the Company to prepare as accurately as possible and to answer your questions at the Annual General Meeting as quickly as possible. This is to ensure the meeting's effectiveness to the benefit of all participants who would like to follow the Annual General Meeting from the beginning until voting.

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The shareholders can also send their questions and statements to the Company electronically **during the Annual General Meeting** but must only do so **in text form by sending an e-mail directly to the following Company e-mail address: fragen.kapsch@hauptversammlung.at**. Please note that for this, the **Chairman can establish time limits during the Annual General Meeting**.

Feldfunktion geändert

The questions received by the Company are scheduled to be read and answered at the Annual General Meeting in accordance with Sec. 118 AktG and the above mentioned.

Invitation

In other respects, please see the provisions of the Invitation of August 6, 2021, especially the requirement of timely dispatch of the deposit confirmation to exercise shareholder's rights at the virtual Annual General Meeting on September 8, 2021.

The Executive Board