

**Kapsch TrafficCom AG**  
**Vienna, FN 223805 a**  
**(“KTC AG” or “Company”)**

**Proposed Resolutions by the Executive Board and the Supervisory Board**  
**for the Annual General Meeting**  
**September 3, 2025**

- 1. Presentation of the annual financial statements including the management report, the consolidated financial statements including the consolidated management report (incl. consolidated non-financial statement), the consolidated corporate-governance-report, the proposal on the allocation of the balance sheet profit and the report of the Supervisory Board for the financial year 2024/25**

No resolution is required for this item of the agenda since the presentation of the aforementioned documents serves only as information to the Annual General Meeting. The annual financial statements 2024/25 have already been approved by the Supervisory Board and thus adopted.

- 2. Resolution on the allocation of the balance sheet profit**

The financial statements of the Company for the financial year 2024/25 show a balance sheet profit in the amount of EUR 33.858.569 (thereof profits carried forward of EUR 56.834.210). The Executive Board proposes to pay out no dividends for the financial year 2024/25 and to carry the entire net retained profit forward to new account.

- 3. Resolution on the formal approval of the actions of the members of the Executive Board for the financial year 2024/25**

The Executive Board and the Supervisory Board propose a resolution on the formal approval of the actions of the members of the Executive Board in office in the financial year 2024/25 for this period.

**4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2024/25**

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 financial year 2024/25 for this period.

**5. Resolution on the appointment of the auditor and the group auditor as well as the auditor of the sustainability statement for the financial year 2025/26**

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and group auditor for the financial year 2025/2026. Furthermore, the Supervisory Board proposes that the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor of the sustainability statement for the financial year 2025/26, subject to the condition that the sustainability statement for the financial year 2025/26 must be audited by an external auditor due to legal requirements. 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**

The Executive Board and the Supervisory Board of a listed company shall 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 conjunction with Section 98a AktG (Austrian Stock Corporation Act).

This remuneration report has to 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 Annual General Meeting for a vote. The vote has a recommendatory character. The resolution is not contestable (Section 78d (1) AktG).

The Executive Board and the Supervisory Board of the Company prepared 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 Company's website as listed in the companies register, [www.kapsch.net/en/ir](http://www.kapsch.net/en/ir) or [www.kapsch.net/en/ir/annual-general-meeting](http://www.kapsch.net/en/ir/annual-general-meeting), by no later than August 13, 2025 (21 days prior to the Annual General Meeting) in accordance with Section 108 (4) no. 4 AktG.

The Executive Board and the Supervisory Board propose that the remuneration report for the financial year 2024/2025 be passed as it will be made accessible on the website as listed in the companies register.

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

At the end of the Annual General Meeting on September 3, 2025 the term of office of Ms. Sonja Hammerschmid as a member of the Supervisory Board shall end.

In accordance with Section 9 (1) of the Articles of Association of the Company the Supervisory Board shall be composed of at least three and no more than six members elected by the Shareholders' Meeting.

So far, the Supervisory Board has consisted of four members elected by the Shareholders' Meeting. In order to reach this number again one member has to be elected in the upcoming Annual General Meeting.

Therefore, the Supervisory Board proposes to fill the mandate so that after the election at the Annual General Meeting on September 3, 2025, the Supervisory Board will consist of four members elected by the Shareholders' Meeting also in the future.

The Supervisory Board has less than six members elected by the Shareholders' Meeting. Therefore, the minimum quota according to Section 86 (7) AktG is not applicable to the Company.

The Supervisory Board proposes to elect Ms. Sonja Hammerschmid to the Supervisory Board effective from the end of this Annual General Meeting and up to the Annual General Meeting that passes the resolution on the formal approval of actions for the third financial year after the election, whereas the financial year in which the member of the Supervisory Board was elected is not included in this calculation, so that, in case the current balance sheet date of March 31<sup>st</sup> is maintained, the term of office of Ms. Sonja Hammerschmid shall end at the end of the Annual General Meeting deciding on the formal approval of actions for the financial year 2028/2029.

Ms. Sonja Hammerschmid has submitted a declaration in accordance with Section 87 (2) AktG, which will also be accessible on the Company's website, declaring in particular that

1. all circumstances in relation to Section 87 (2) AktG were disclosed and that, according to the judgement of her person, no circumstances exist that might justify any concern of bias,
2. she has never been found guilty of a criminal offence by a final judgement of a criminal court, in particular none of those under Section 87 (2a) Sentence 3 AktG that compromise their professional reliability, and
3. no obstacles to their appointment exist within the meaning of Section 86 (2) and (4) AktG.

The Annual General Meeting shall be bound by the proposals for the election in accordance with the method described below. Proposals for the election of members of the Supervisory Board and the declarations in accordance with Section 87 (2) AktG for each person proposed have to be made available on the website of the Company no later than August 27, 2025 otherwise the person must not be included in the election. This also applies to candidates proposed by shareholders in accordance with Section 110 AktG which have to be received by the Company in writing no later than August 25, 2025.

#### **8. Resolution on the authorization of the Executive Board**

- **to purchase own shares in accordance with Section 65 (1) no. 8 as well as (1a) and (1b) AktG both via the stock exchange and over-the-counter of up to 10% of the share capital, also by excluding the shareholders' pro rata disposal rights, as well as**
- **in accordance with Section 65 (1b) AktG to resolve on the sale or appropriation of own shares in a different way than via the stock exchange or via a public offer and to exclude the shareholders' pro rata subscription rights (exclusion of subscription rights), and**
- **to decrease the share capital of the Company by a redemption of own shares without any further resolution by the Shareholders' Meeting.**

The Executive Board and the Supervisory Board propose that the Annual General Meeting may resolve the following under agenda item 8 on September 3, 2025:

- Pursuant to Section 65 (1) No. 8 as well as (1a) and 1b AktG, the Executive Board shall be authorized to purchase both via the stock exchange and over the counter own bearer shares of the Company of up to 10 % of the share capital of the Company for a validity period of 30 months from September 3, 2025, thus until the end of

March 3, 2028, whereby the minimum consideration may not be more than 25 % below and the maximum consideration may not be more than 25 % above the weighted average closing price on the Vienna Stock Exchange of the last 20 (twenty) trading days preceding the start of the buyback program. Trade in own shares is excluded as a purpose of purchase. The said authorization may be exercised wholly or in part or also by way of several part amounts, with the option to make repeated use of the 10% limit, and in pursuit of one or several purposes by the Company, by a subsidiary (Section 189a (7) of the Austrian Business Enterprise Code ("*Unternehmensgesetzbuch*" or "*UGB*")) or for the account of the Company by third parties.

The Executive Board shall be authorized to resolve the purchase of own shares via the stock exchange and has to inform the Supervisory Board on the resolution afterwards. The purchase over the counter shall be subject to the Supervisory Board's prior approval. A purchase of shares over the counter may be performed excluding the shareholders' pro rata disposal rights.

- For a period of five years with effect from September 3, 2025, the Executive Board shall be authorized pursuant to Section 65 (1b) AktG, with the approval of the Supervisory Board, to resolve on the sale or appropriation of own shares in a different way than via the stock exchange or via a public offer, and exclude the shareholders' pro rata subscription rights (exclusion of subscription rights), and to stipulate the conditions of sale. Authorization may be exercised wholly or in part or by way of several part amounts and in pursuit of one or several purposes by the Company or by a subsidiary (Section 189a (7) UGB) or for the account of the Company by third parties.
- The Executive Board is authorized, with the approval of the Supervisory Board, to decrease the share capital of the Company by a redemption of own shares according to Section 65 (1) no. 8 last sentence in conjunction with Section 122 AktG without any further resolution by the Shareholders' Meeting. The Supervisory Board is authorized to resolve upon the amendments of the Articles of Association as a consequence of the redemption of shares.

Reference is made to the Executive Board Report in accordance with Section 65 (1b) in conjunction with Sections 170 (2) and 153 (4) sentence 2 AktG on this agenda item.

Vienna, June 30, 2025

For the Supervisory Board

.....  
Sonja Hammerschmid  
Chairwoman of the Supervisory Board

Executive Board

.....  
Georg Kapsch  
Chairman

.....  
Alfredo Escribá Gallego

.....  
Samuel Kapsch