

## **Report from the Supervisory Board (section 96 Austrian Stock Corporations Act [Aktiengesetz, AktG])**

### **Report of the Supervisory Board of Kapsch TrafficCom AG to the Annual General Meeting of shareholders on September 6, 2023 concerning the business year from April 1, 2022 to March 31, 2023 regarding the audited Financial Statements and Management Report of Kapsch TrafficCom AG as well as the Consolidated Financial Statements and Consolidated Management Report, the Consolidated Corporate Governance Report and the Consolidated Non-financial Report, as well as the proposal for the distribution of the balance sheet profit presented by the Executive Board**

1. In addition to the constituent meeting, the **Supervisory Board** of Kapsch TrafficCom AG held six further meetings in business year 2022/23 (April 1, 2022 to March 31, 2023). All members of the Supervisory Board attended all board meetings in the 2022/23 business year.

The Supervisory Board was moreover constantly informed by the Executive Board in writing and verbally as well as in joint meetings with the Executive Board about the situation as well as the development of the Company and its strategic orientation; in the reporting period it continuously and comprehensively monitored the Executive Board's management of the Company and acted in an advisory capacity. Furthermore, as the Chairman of the Supervisory Board, I was in regular contact with the Chairman of the Executive Board to discuss the Company's development and risk management.

Transactions with members of the Supervisory Board or with companies in which a member of the Supervisory Board has a significant economic interest and, hence, require approval can be found in the Group notes under "Related parties". Beyond that, there were no additional transactions requiring approval pursuant to Section 95 (5) no. 12 AktG (Austrian Stock Corporation Act).

2. The Executive Board submitted the annual Financial Statements and the Management Report of Kapsch TrafficCom AG as well as the Consolidated Financial Statements and the Consolidated Management Report, each as of March 31, 2023. The appointed auditor, PwC Wirtschaftsprüfung GmbH, Vienna, audited these documents and issued an unqualified audit opinion on June 13, 2023.

The financial statements, the Executive Board's proposal for the allocation of profits and the audit reports (together with the "Management Letter") of the auditor as well as the Consolidated Corporate Governance Report and Consolidated Non-Financial Report were dealt with in detail in the Audit Committee with the Executive Board and the auditor and submitted to the Supervisory Board.

The Supervisory Board reviewed these documents pursuant to Section 96 AktG and approved the annual Financial Statements, which are thus adopted pursuant to Section 94 (4) AktG. Since the balance sheet profit is subject to the distribution ban in accordance with Section 235 (2) UGB, there is no distributable balance sheet profit and, therefore, no resolution in the Annual General Meeting in this regard.

3. The **Audit Committee** held a total of four meetings in business year 2022/23 and fulfilled the tasks listed in Section 92 (4a) AktG and Regulation (EU) No 537/2014. This includes auditing and preparing the approval of the annual Financial Statements and annual Consolidated Financial Statements, auditing the Consolidated Corporate Governance Report and Consolidated Non-Financial Report, the review of the audit and Group audit process and the independence of the auditor (including the evaluation and approval of non-audit services), the preparation of a proposal for the distribution of profit as well as the preparation of the report to the Annual General Meeting. Moreover, the Audit Committee prepares the proposal of the Supervisory Board for the selection of the annual auditor and consolidated accounts auditor, reviews the accounting process as well as the effectiveness of the internal control system and the risk management system. All committee members attended all committee meetings in the 2022/23 business year.
4. In the 2022/23 business year, the Remuneration Committee held one meeting on the following topics: Annual review of the compensation policy, Executive Board compensation: adjustment of targets, Executive Board compensation: target achievement and new targets. All committee members attended all committee meetings in the 2022/23 business year.
5. The Supervisory Board thanks the members of the Executive Board and all employees of Kapsch TrafficCom AG for their work in business year 2022/23.

Vienna, June 13, 2023

Franz Semmernegg  
Chairman of the Supervisory Board