

NOTICE OF THE RIGHTS OF THE SHAREHOLDERS IN ACCORDANCE WITH SECTION 109, 110, 118 AND 119 OF THE STOCK CORPORATION ACT

Supplementation of the agenda by shareholders in accordance with Sec. 109 Stock Corporation Act (Aktiengesetz –“AktG”)

Shareholders whose shares together amount to **5 % of the share capital** may request in writing that **additional items be included in the agenda** for this Annual General Meeting and that an announcement be made in this respect, provided such request is received by the company in writing no later than **August 17th, 2016** and the shareholder have been holders of the shares for a period of at least three months before the application.

Such additional items of shareholders to be exclusively received at the address stated below:

Kapsch TrafficCom AG
Investor Relations
Attn. Mr. Hans Lang
Am Europlatz 2
1120 Vienna

Proposals for resolutions put forward by the shareholders in accordance with Sec. 110 AktG

Shareholders whose shares put together reach 1 % of the share capital shall be in a position to submit proposals for resolution concerning any item of the agenda of this Annual General Meeting in written form and may request that these proposals together with the names of the relevant shareholders, justification and, possibly, a statement made by the Management Board or by the Supervisory Board be made available on the internet page of the Company. Please note that each proposed resolution shall be accompanied by a justification. Proposals shall only be considered if the Group receives the same in written form by **August 29th, 2016**, at the latest. Any motions made by the shareholders in this context shall be addressed exclusively to

Kapsch TrafficCom AG
Investor Relations
Attn. Mr. Hans Lang
Am Europlatz 2
1120 Vienna,

or

via fax to +43 50811 2809

or

via e-mail ir.kapschtraffic@kapsch.net, whereas the request must be in a text format, e.g. PDF, and attached to the e-mail.

Every proposal for a resolution shall also be submitted in a German-language version.

In the case of deposited bearer shares, a safe custody receipt in accordance with Sec. 10a AktG shall serve as the required proof of ownership of the relevant share with a view to exercising the shareholder's right.

Safe custody receipt in accordance with Sec. 10a AktG

The safe custody receipt must be issued by the depositary bank headquartered in a state which must be either a member state of the European Economic Area or a full member of the OECD.

The safe custody receipt shall in accordance with Sec. 10a AktG contain the following:

- Information on the issuer: name / name of company and address or a code used for transactions between banks
- Information on the shareholder: name / name of company, address, date of birth for individuals, register and register number for legal entities, if applicable
- Information on the shares: number of the shares held by the shareholder, ISIN AT000KAPSCH9
- Deposit number and/or another description
- Time to which the safe custody receipt refers.

The safe custody receipt shall be issued in German or English and shall be in written form.

Custody receipt to be exclusively received at one of the addresses stated below:

Via Mail Kapsch TrafficCom AG
Investor Relations
Attn. Mr. Hans Lang
Am Europlatz 2
1120 Vienna,

Via Fax: +43 (1) 8900 500 – 68

Via E-Mail anmeldung.kapsch@hauptversammlung.at, whereas the safe custody receipt be in a text format, e.g. PDF, and attached to the e-mail.

Via SWIFT GIBAATWGGMS
Message Type MT598, ISIN AT000KAPSCH9 must be indicated in the text)

The safe custody receipt in terms of the required proof of shareholder characteristics in the context of exercising the shareholders' right in accordance with section Sec. 109 AktG (supplement to the agenda) and Sec. 110 AktG (proposals for resolutions put forward by the shareholders) shall be issued no later than 7 days before its presentation to the Company.

The safe custody receipt in terms of the required proof of shareholder characteristics in the context of exercising the shareholder's right in accordance with Sec. 109 AktG (supplement to the agenda) shall state that the applicant has been a shareholder since a point in time at least three months before his/ her application without any interruption.

Information concerning the right to information in accordance with Sec. 118 AktG

Upon request, each shareholder is entitled to receive information on the matters of the Company during the Annual General Meeting, to the extent such information is necessary for the proper evaluation of an item on the agenda. The right to information shall extend to the legal and business relations of the company (Sec. 244 UGB - Business Code) the consolidated financial statements and the management report for the group are submitted, the right to information shall comprise the situation of the group as well as any companies incorporated in the consolidated financial statements.

Any information given shall comply to the principles of accountability as prudent and faithful.

Information may be withheld under the proviso that

1. it is deemed fit on the basis of a reasonable entrepreneurial assessment to cause significant harm to the enterprise or an associated enterprise, or if
2. disclosing such information would be actionable.

Please send any questions the answering of which requires extended preparation to Mr. Hans Lang duly in advance of the Shareholders' Meeting in text form to safeguard that the meeting can be conducted in an economic manner. Questions can be sent to the company by e-mail addressed to ir.kapschtraffic@kapsch.net or by telefax sent to +43 50811 2809.

INFORMATION ABOUT THE RIGHT OF SHAREHOLDERS TO PRESENT MOTIONS AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH SEC. 119 AKTG

Each shareholder – regardless of specific shareholdings – is entitled to present motions regarding any agenda item at the Annual General Meeting. The prerequisite for this is the evidence of the right to participate pursuant to the invitation notice. Not only the shareholder but the shareholder's designated legal or authorized representative attending the Annual General Meeting has the right to file motions.

However, a shareholder motion to nominate a candidate for election to the Supervisory Board requires timely submission of a resolution proposal in accordance with Sec. 110 AktG. Candidates for election to the Supervisory Board (Agenda Item 6) can only be nominated by shareholders whose combined holdings represent at least 1% of the share capital. The Company must receive such nominations no later than **August 29, 2016**, in the manner described above. Each election proposal must be accompanied by a statement in accordance with Sec. 87 para 2 AktG by the candidate on his or her professional qualifications, professional or comparable positions held, and all circumstances that might constitute grounds for fearing a conflict of interest. Proposals for the election of Supervisory Board members, including the statements pursuant to Sec. 87 para 2 AktG of each person nominated for election to the Supervisory Board, must be made available on the Company's website by August 31, 2016, otherwise the person concerned will not be allowed to stand for election.