



Kapsch TrafficCom AG
Vienna, FN 223805 a
ISIN AT000KAPSCH9

I n v i t a t i o n

We would like to invite our shareholders to the

Annual General Meeting of Kapsch TrafficCom AG

on **Wednesday, September 7th, 2016 at 10.00 a.m.**,
in the conference room of Kapsch TrafficCom AG,
1120 Vienna, Am Europlatz 2.

A g e n d a :

1. Presentation of the annual financial statements including the management report and the corporate governance report, the consolidated financial statements including the management report for the Group, the proposal on the allocation of the balance sheet profit and the report of the Supervisory Board for the business year 2015/2016
2. Resolution on the allocation of the balance sheet profit
3. Resolution on the formal approval of the actions of the members of the Management Board for the business year 2015/2016
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the business year 2015/2016
5. Appointment of the auditors and the group auditors for the business year 2016/2017
6. Election to the Supervisory Board

DOCUMENTATION FOR THE ANNUAL GENERAL MEETING

Especially the following documents will be available online at www.kapsch.net/ktc/investor_relations/shareholders_meeting on **August 17th, 2016** at the latest and will also be available during the annual general meeting.

- annual financial statements and management report,
- corporate governance report,
- consolidated financial statements and management report for the group,
- proposal for the allocation of the balance sheet profit,
- report of the Supervisory Board, each for the business year 2015/2016;
- proposed resolutions of the management board and the supervisory board as to the items 2 – 6 of the agenda,
- form for the grant of a proxy,
- form for the revocation of a proxy,
- full text of this invitation.

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

Shareholders holding in the aggregate **5 % or more of the share capital** and who have held such shareholding for a period of at least three months before the application, may request in writing the inclusion and announcement of **additional agenda items** for this Annual General Meeting, provided such request is received by the Company in writing no later than **August 17th, 2016** and exclusively to the address Am Europlatz 2, 1120 Vienna, Austria, Investor Relations Department, Mr. Hans Lang. The capacity as shareholder has to be evidenced by submitting a deposit confirmation pursuant to Sec. 10a of the Austrian Stock Corporation Act (Aktiengesetz –“**AktG**”) confirming that the shareholders have held their shares for at least three months prior to making such requests. Such confirmation must have been issued not earlier than seven days prior to the time of its submission to the Company. As regards the other requirements of the deposit confirmation, please refer to the information on the entitlement to participate in the Annual General Meeting.

Shareholders who hold in the aggregate **1 % or more of the share capital** may submit written **proposals for resolutions** for each agenda item together with reasoning for their proposal and may request that such proposal including the reasoning be made available on the website of the Company, provided such request is received by the Company no later than **August 31st, 2016** via fax at +43 50811 2809 or via mail at Am Europlatz 2, 1120 Vienna, Austria, Investor Relations Department, Mr. Hans Lang or

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

In the case of a nomination of a candidate for election to the Supervisory Board, instead of a statement of grounds, a statement by the candidate must be submitted in accordance with Sec. 87 para 2 AktG.

The capacity as shareholder has to be evidenced by submitting a deposit confirmation pursuant to Sec. 10a AktG which must have been issued not earlier than seven days prior to its submission to the Company. The other requirements as to content and form of the deposit confirmation are included in the information on the entitlement to participate in the Annual General Meeting.

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 assessment of an agenda item.

Please send any questions which require extended preparation for them to be answered to Mr. Hans Lang duly in advance of the Annual General Meeting in writing to ensure that the meeting can be conducted in an efficient manner. Questions can be sent to the Company by e-mail to the address ir.kapschtraffic@kapsch.net or by telefax at +43 50811 2809.

At the Annual General Meeting, each shareholder is entitled to propose motions on any agenda item. 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 29th, 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 reasonable grounds for fearing a conflict of interest.

Additional information on the rights of the shareholders in accordance with Sec 109, 110, 118 and 119 AktG are available on the website of the Company at www.kapsch.net/ktc/investor_relations/shareholders_meeting .

RECORD DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

The entitlement to participate in the Annual General Meeting and to exercise the voting rights and other shareholders' rights to be exercised in the Annual General Meeting depends on the shareholdings on the record date, i.e. 12pm midnight – CEST (Local Time Vienna), **August 28th, 2016 (record date)**.

Only persons who are shareholders on the record date and provide evidence therefore are entitled to participate in the Annual General Meeting.

In case of deposited bearer shares, the shareholding as of the record date are to be evidenced by a deposit confirmation in accordance with section 10a AktG to be addressed to and received by the Company not later than **September 2nd, 2016** exclusively 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 deposit confirmation should be attached to the e-mail in text format, e.g. PDF

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

The deposit confirmation must be issued by the bank where the shareholder has deposited his/her shares with its head office in a state which must be either a member state of the European Economic Area or a full member of the OECD and must contain the following information:

- Details of the issuing bank: name / name of company and address or a code used for transactions between banks;
- Shareholder details: 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 ISIN AT000KAPSCH9 held by the shareholder;
- Deposit number and/or another description; and
- Time to which the deposit information refers to.

The deposit confirmation as evidence for the shareholding must refer to the record date stated above, i.e. **August 28th, 2016**.

Deposit confirmations are accepted in German or in English.

REPRESENTATION BY PROXY

Each shareholder who is entitled to participate in the Annual General Meeting has the right to appoint a proxy who participates in the Annual General Meeting to represent such shareholder. The proxy holder attends the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder he/she represents.

The power of attorney must be granted to a specific person (either an individual or a legal entity) in text form; also several persons may be authorized.

The power of attorney must be addressed to and received by the Company exclusively at one of the addresses stipulated below by **September 06th, 2016 at 4 p.m.** at the latest:

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 power of attorney should be attached to the e-mail in text format, e.g. PDF

In person: in the course of the registration to the Annual General Meeting
 at the location of the meeting

After that, the power of attorney or its revocation has to be presented personally to the registration desk on the day and at the venue of the Annual General Meeting.

A power of attorney sample and a sample for the revocation of the power of attorney can be sent to you upon request or you can retrieve it from the Company's website at www.kapsch.net/ktc/investor_relations/shareholders_meeting.

The above provisions for the granting of proxies apply *mutatis mutandis* to the revocation of proxies.

In case a shareholder granted a power of attorney to his/her depositary bank, it is sufficient if such bank declares that it has power of attorney and provides a deposit confirmation. For the transmission of this declaration, section 10a paragraph 3 AktG applies *mutatis mutandis*.

As a special service, a representative of the “Interessensverband für Anleger” (IVA, Austrian Association of Investors), 1130 Vienna, Feldmühlgasse 22, is available to shareholders as an independent representative who is bound by the shareholders’ instructions for exercising voting rights at the Annual General Meeting; a special form for such power of attorney may be downloaded at the Company’s website at www.kapsch.net/ktc/investor_relations/shareholders_meeting. Shareholders may also contact Mr. Michael Knap of IVA directly by calling +43-1-8763343-30, by fax at +43-1-8763343-39 or by e-mail Michael.knap@iva.or.at.

Total number of shares and voting rights

At the time of the convocation of the Annual General Meeting the share capital of the Company amounts to EUR 13,000,000.00 and is divided into 13,000,000 no-par bearer shares. Each share grants one vote. At the time of the convocation of the Annual General Meeting the Company holds neither directly nor indirectly own shares. The total number of shares entitled to participate in and vote at the Annual General Meeting therefore amounts to 13,000,000 shares at the date of the convocation of the Annual General Meeting.

In order to avoid delays at the entrance checks, shareholders are asked to be present in due time before the start of the Annual General Meeting. Voting cards may be collected from 9.30 a.m. on.

Vienna, August 2016

The Management Board