

POWER OF ATTORNEY

As a shareholder of **Kapsch TrafficCom AG**, I hereby authorize

Dr. Michael Knap, Vice President of „Interessensverband für Anleger“ (IVA)

To represent me at the Annual General Meeting of Kapsch TrafficCom AG, Vienna, FN 223805 a, on **Wednesday, September 7st, 2016, at 10:00 a.m.**, which is held in conference room of Kapsch TrafficCom AG, 1120 Vienna, Am Europlatz 2, and to exercise all rights which I am entitled to as a shareholder of Kapsch TrafficCom AG in particular the voting right.

In particular, I authorize the above representative to exercise the voting right and make decisions as follows:

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 and the report of the Supervisory Board for the business year 2015/2016
2. Resolution on the allocation of the profit for the financial year shown in the Annual financial Statements
3. Resolution on the formal approval of the action of the members of the Management Board for the business year 2015/2016
4. Resolution on the formal approval of the action 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 of members to the Supervisory Board

I instruct the above-mentioned authorized representative to vote on agenda items 2 to 6, concerning the resolutions proposed by the Management Board and the Supervisory Board as they are available for download on the Company's website www.kapsch.net/ktc/investor_relations/shareholders_meeting (please mark with a cross where applicable; if no instructions are checked, the authorized representative will be voting for a statement of the administration).

TOP 2

| | | |
|-----------------------|-----------------------|-----------------------|
| Vote FOR | Vote AGAINST | Abstain |
| <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

TOP 3

| | | |
|-----------------------|-----------------------|-----------------------|
| Vote FOR | Vote AGAINST | Abstain |
| <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

TOP 4

| | | |
|-----------------------|-----------------------|-----------------------|
| Vote FOR | Vote AGAINST | Abstain |
| <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

TOP 5

| | | |
|-----------------------|-----------------------|-----------------------|
| Vote FOR | Vote AGAINST | Abstain |
| <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

TOP 6

| | | |
|-----------------------|-----------------------|-----------------------|
| Vote FOR | Vote AGAINST | Abstain |
| <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

Should separate votes be taken on a clause of an agenda item, an instruction provided in connection therewith shall apply to each sub-item.

I/We note that the proxy will accept no instructions to ask for the floor, to raise objections to resolutions of the shareholders' meeting, to ask questions or file motions.

(Name/company and address of the shareholder in capital letters)

(Date, signature of the shareholder or facsimile of the signature)

(Name of the bank at which the deposit is held)

(Number of shares)