

**Proposed Resolutions by the Management Board
and the Supervisory Board for the
Annual General Meeting
September 7th, 2016**

- 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**

No resolution is required for this item of the agenda.

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

The financial statements of Kapsch TrafficCom AG for the business year 2015/2016 show a balance sheet profit in the amount of EUR 112.465.414,32 (thereof profits carried forward EUR 84.212.695,41).

The Management Board and the Supervisory Board propose the allocation of a part of the balance sheet profit shown in the 2016 annual financial statement of EUR 19.500.000,00,- as follows: distribution of a dividend of EUR 1,50 per share. The remaining amount of EUR 92.965.414,32 shall be carried forward to new account.

The ex-dividend date is September 14, 2016; the dividend payment date is September 21, 2016.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the business year 2015/2016**

The Management Board and the Supervisory Board propose a resolution on the formal approval of the action of the members of the Management Board in office in the business year 2015/2016 for such period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the business year 2015/2016

The Management 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 business year 2015/2016 for such period.

5. Appointment of the auditors and the group auditor for the business year 2016/2017

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as the auditor and Group auditor for the business year 2016/2017.

6. Election of members to the Supervisory Board

At the end of the General Meeting on September 07, 2016, the term of office of three members of the Supervisory Board ends, namely Dr. Franz Semmerneegg, Dr. Kari Kapsch and Dr. Harald Sommerer.

In accordance with section 9 of the articles of association, the Supervisory Board has at least three and not more than six members.

So far, the Supervisory Board has had four members elected by the General Meeting. In order to reach this number again, three members must be elected in the next General Meeting.

The following candidates for the Supervisory Board are based on the Supervisory Board's recommendations. The recommendations were made on the basis of the requirements of the Corporate Governance Code.

The Supervisory Board proposes the election of Dr. Franz Semmerneegg, Dr. Kari Kapsch and Dr. Harald Sommerer to the Supervisory Board effective as of the end of the General Meeting and for a period up to the end of the General Meeting that passes the resolution on the formal approval for the second business year after the election, whereas the current business year shall not be taken into account. In case the current balance sheet date of March 31 is maintained, the term of office of the members of the Supervisory Board to be elected shall end at the end of the General Meeting deciding on the formal approval for the business year 2018/2019.

Each of the persons proposed provided a declaration in accordance with Sec. 87 para 2 of the Stock Corporation Act (Aktiengesetz –“AktG”), which is available on the website of the Company.

The General Meeting is bound by the proposals made for the election in to the following extent. Proposals for the election of members to the Supervisory Board together with the declarations in accordance with Sec. 87 para 2 AktG for each person proposed must be made available on the website of the Group no later than August 31st, 2016; otherwise such persons may not be included in the election. This also applies to candidates proposed by shareholders in accordance with Sec. 110 AktG, which must be received by the Company in writing no later than August 29th, 2016. Concerning the details and pre-conditions in order to take into account such proposals, we make reference to the “Information on the rights of the shareholders in accordance with Sec. 109, 110 and 118 AktG / Proposals for resolutions put forward by shareholders in accordance with Sec. 110 AktG “.