

## **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 section § 109 AktG (Stock Corporation Act)**

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 16<sup>th</sup>, 2017** 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 section „§ 110 AktG“ (Stock Corporation Act)**

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 28<sup>th</sup>, 2017**, 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 (0)50 811 2809  
or

via e-mail [ir.kapschtraffic@kapsch.net](mailto: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 section „§ 10a AktG“ (Stock Corporation Act) 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 section § 10a of the Stock Corporation Act**

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 section “§ 10a AktG” (Stock Corporation Act) 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 shareholding is to be evidenced by a safe custody receipt in accordance with section 10a of the Stock Corporation Act, to be received by the Company no later than 12.00 midnight on September 1<sup>st</sup>, 2017, exclusively by one of the following methods at one of the addresses stated below:

(i) Submission of the safe custody receipt in written form

By mail or courier      HV-Veranstaltungsservice GmbH  
AT-8242 St. Lorenzen am Wechsel, Köppel 60

By E-Mail                      [anmeldung.kapsch@hauptversammlung.at](mailto:anmeldung.kapsch@hauptversammlung.at)  
(as electronic document in PDF format with a qualified electronic signature)

By SWIFT                      GIBAATWGGMS  
Message Type MT598 or MT599, ISIN AT000KAPSCH9 must be indicated in the text)

(ii) Submission of the safe custody receipt in text form satisfying the requirements of section 12 sub-section 3 of the Articles of Association

By fax: +43 (0)1 8900 500 48

By e-mail: [anmeldung.kapsch@hauptversammlung.at](mailto:anmeldung.kapsch@hauptversammlung.at)

(The following formats are allowed for safe custody receipts: PDF)

Shareholders are requested to contact their depository bank to arrange for a safe custody receipt to be issued and submitted.

The record date will have no consequences for the saleability of the shares and has no significance for dividend entitlement.

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 "§ 109 AktG" (Stock Corporation Act) (supplement to the agenda) and "§ 110 AktG" (Stock Corporation Act) (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 section "§ 109 AktG" (Stock Corporation Act) (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 section "§ 118 AktG" (Stock Corporation Act)**

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 (section "§ 244 UGB") (Entrepreneurs Act) 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](mailto:ir.kapschtraffic@kapsch.net) or by telefax sent to +43 (0)50 811 2809.

## **INFORMATION ABOUT THE RIGHT OF SHAREHOLDERS TO PRESENT MOTIONS AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH SECTION 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.