

**Proposed Resolutions by the Management Board and
the Supervisory Board
for the
Annual General Meeting
September 6th, 2017**

- 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 2016/2017**

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 2016/2017 show a balance sheet profit in the amount of EUR 136,489,805.92 (thereof profits carried forward EUR 92,965,414.32).

The Management Board and the Supervisory Board propose the allocation of the balance sheet profit shown in the 2017 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 116,989,805.92 shall be carried forward onto new account.

The ex-dividend date is September 13, 2017; the dividend payment date is September 21, 2017.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the business year 2016/2017**

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 2016/2017 for such period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the business year 2016/2017

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 2016/2017 for such period.

5. Appointment of the auditors and the group auditor for the business year 2017/2018

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as the auditor and Group auditor for the business year 2017/2018. This proposed resolution is based on a proposal by the Audit Committee.