

*English translation of original German version for convenience purposes only*

**Kapsch TrafficCom AG**  
**Vienna, FN 223805 a**  
**ISIN AT000KAPSCH9**

***Invitation to the Annual General Meeting***

We would like to invite our shareholders to the Annual General Meeting of Kapsch TrafficCom AG to be held on **Tuesday, September 10, 2019 at 10:00 a.m.** (CEST) at Am Europlatz 2, 1120 Vienna (conference center next to Kapsch TrafficCom AG).

**A g e n d a :**

1. Presentation of the annual financial statements including the management report, the consolidated financial statements including the management report for the Group, the consolidated corporate governance report, the consolidated non-financial report, the proposal on the allocation of the balance sheet profit and the report of the Supervisory Board for the business year 2018/19
2. Resolution on the allocation of the balance sheet profit
3. Resolution on the formal approval of the actions of the members of the Executive Board for the business year 2018/19
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the business year 2018/19
5. Appointment of the auditors and the group auditors for the business year 2019/20
6. Election to the Supervisory Board
7. Resolution on the authorization of the Management Board
  - a) to purchase own shares in accordance with Sect. 65 para. 1 no. 8 as well as para. 1a and para. 1b Austrian Stock Corporation Act (Aktengesetz, "AktG") both on the stock exchange and over-the-counter up to a total of 10% of the share capital, also by excluding the shareholders' pro rata disposal rights,
  - b) in accordance with Sect. 65 para. 1b AktG to determine a method of selling or using shares in a manner other than via the stock exchange or a public offer and also to exclude the shareholders' pro rata subscription rights (exclusion of subscription rights),
  - c) to decrease the share capital of the Company by redeeming own shares without further resolution by the General Meeting.

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## **DOCUMENTATION FOR THE ANNUAL GENERAL MEETING**

Especially the following documents will be available online at [www.kapsch.net/ktc/ir](http://www.kapsch.net/ktc/ir) or at <http://www.kapsch.net/ktc/ir/Shareholders-Meeting> on **August 20, 2019** at the latest and will also be available during the Annual General Meeting.

- > annual financial statements and management report,
- > consolidated financial statements and management report for the group,
- > consolidated corporate governance report,
- > consolidated non-financial report
- > proposal for the allocation of the balance sheet profit,
- > report of the Supervisory Board,

each for the business year 2018/19;

- > proposed resolutions of the Executive Board and the Supervisory Board as to the items 2–7 of the agenda,
- > statement pursuant to Sect. 87 para. 2 AktG of the nominees for the election to the Supervisory Board according to agenda item 6 ,
- > Management Report according to Sect. 65 para. 1b in conjunction with Sect. 170 para. 2 and Sect. 153 para. 4 (2) AktG on agenda item 7,
- > 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 (“AktG”)**

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 Kapsch TrafficCom (“the Company”) in writing by mail or courier no later than **August 20, 2019** and exclusively to the address Kapsch TrafficCom AG, Attn. Mr. Hans Lang, Investor Relations, Am Europlatz 2, 1120 Vienna, AUSTRIA. Any proposal for agenda items has to be accompanied by a proposal for resolutions for the agenda item, at least in a German-language version, together with reasoning for the proposal. The capacity as shareholder has to be evidenced by submitting a deposit confirmation pursuant to Sect. 10a 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, at least in a German-language version, together with reasoning for

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their proposal and may request that such proposal including the reasoning and name of the proposing shareholders be made available on the website of the Company, provided such request is received by the Company no later than **August 30, 2019** via fax at +43 (0)50 811 2809 or via mail at Kapsch TrafficCom AG, Attn. Mr. Hans Lang, Investor Relations, Am Europlatz 2, 1120 Vienna, AUSTRIA or via e-mail to [ir.kapschtraffic@kapsch.net](mailto: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 reasons, a statement by the candidate must be submitted in accordance with Sect. 87 para. 2 AktG. The capacity as shareholder has to be evidenced by submitting a deposit confirmation pursuant to Sect. 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 that such information is necessary for the proper assessment of an agenda item.

To ensure that the meeting can be conducted in an efficient manner, please send any questions requiring substantial preparation for them to be answered to Mr. Hans Lang (address mentioned above) duly in advance of the Annual General Meeting in writing. Questions can be sent to the Company by e-mail to the address [ir.kapschtraffic@kapsch.net](mailto:ir.kapschtraffic@kapsch.net) or by telefax at +43 (0)50 811 2809.

At the Annual General Meeting, each shareholder is entitled to propose motions on any agenda item. However, a shareholder's motion to nominate a candidate for election to the Supervisory Board requires timely submission of a resolution proposal in accordance with Sect. 110 AktG: Candidates for election to the Supervisory Board (agenda item 6) can only be nominated by shareholders whose aggregated holdings represent at least 1% of the share capital. The Company must receive such nominations no later than by **August 30, 2019**, in the manner described above. Each candidate nomination must be accompanied by a statement pursuant to Sect. 87 para. 2 AktG by the candidate on his or her professional qualifications, professional or comparable positions held, and all circumstances that could give rise to a suspicion of bias. Failing the shareholder's motion to nominate a candidate for election to the Supervisory Board cannot be considered in the voting.

The Supervisory Board has less than six members elected by the General Meeting, therefore the minimum quota according to Sect. 86 para. 7 AktG is not applicable on Kapsch TrafficCom AG.

Additional information on the rights of the shareholders in accordance with Sections 109, 110, 118 and 119 AktG are available on the website of the Company at [www.kapsch.net/ktc/ir](http://www.kapsch.net/ktc/ir) or at <http://www.kapsch.net/ktc/ir/Shareholders-Meeting>.

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## **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. on **August 31, 2019 (record date) at 12 midnight (CEST)**.

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

The shareholding is to be evidenced by a deposit confirmation in accordance with Sect. 10a AktG, to be received by the Company no later than 12 midnight on September 5, 2019, exclusively through one of the following communication channels and at one of the following addresses:

- (i) Submission of the deposit confirmation in written form
  - By mail or courier            HV-Veranstaltungsservice GmbH  
   Köppel 60, 8242 St. Lorenzen am Wechsel, AUSTRIA
  - By SWIFT                        GIBAATWGGMS  
   Message Type MT598 or MT599;  
   ISIN AT000KAPSCH9 must be indicated in the text
- (ii) Submission of the deposit confirmation in text form satisfying the requirements of Sect. 12 para. 3 of the Articles of Association
  - By fax                            +43 (0)1 8900 500 68
  - By e-mail                        [anmeldung.kapsch@hauptversammlung.at](mailto:anmeldung.kapsch@hauptversammlung.at)  
(Please use PDF format for safe custody receipt)

Shareholders are requested to contact their depositary bank to arrange for a deposit confirmation to be issued and submitted. 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.

Deposit confirmations are accepted in German or in English.

The deposit confirmation as evidence for the shareholding must refer to the record date stated above, i.e. **August 31, 2019**. The record date has no impact on the saleability of the shares and has no significance for dividend entitlement.

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## REPRESENTATION BY PROXY

Each shareholder who is entitled to participate in the Annual General Meeting, and has provided evidence on that to the company in accordance with the regulations in this convocation, 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 (Sect. 13 para. 2 AktG); also several persons may be authorized.

At the latest by **September 9, 2019 at 4 p.m.** (CEST), the power of attorney must be received by the Company exclusively at one of the following addresses:

By mail or courier	HV-Veranstaltungsservice GmbH Köppel 60, 8242 St. Lorenzen am Wechsel, AUSTRIA
Via fax	+43 (0)1 8900 500 68
Via e-mail	<a href="mailto:anmeldung.kapsch@hauptversammlung.at">anmeldung.kapsch@hauptversammlung.at</a> , (Please use PDF format for power of attorney)

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 you can retrieve from the Company's website at [www.kapsch.net/ktc/ir](http://www.kapsch.net/ktc/ir) or <http://www.kapsch.net/ktc/ir/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 depository 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, Sect. 10a para. 3 AktG applies mutatis mutandis.

As a special service, a representative of the "IVA - Interessenverband für Anleger" (Austrian Shareholder Association), Feldmühlgasse 22, 1130 VIENNA, AUSTRIA 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/ir](http://www.kapsch.net/ktc/ir) or <http://www.kapsch.net/ktc/ir/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](mailto:michael.knap@iva.or.at).

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## **INFORMATION ON DATA PROTECTION**

The processing of Personal Data of the shareholders is necessary for participation in the Annual General Meeting. Information on the processing of Personal Data of participants of the Annual General Meeting is available at [www.kapsch.net/ktc/ir](http://www.kapsch.net/ktc/ir) or <http://www.kapsch.net/ktc/ir/Shareholders-Meeting>.

## **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 starting from 9:30 a.m. For the identification at the entrance checks, shareholders and their proxys are asked to have ready a valid official photo identification.

Vienna, August 2019

The Executive Board