

## PROXY

As a shareholder of Kapsch TrafficCom AG, I hereby authorize

\_\_\_\_\_  
(Name of the authorized representative in capital letters)

to represent me at the Annual General Meeting of **Kapsch TrafficCom AG**, Vienna, FN 223805 a, on **Tuesday, September 10<sup>th</sup>, 2018, 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, 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 action of the members of the Management Board for the business year 2018/19
4. Resolution on the formal approval of the action 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 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.

The authorized representative is authorized to transfer this power of attorney to other persons.

\_\_\_\_\_  
(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)