

POWER OF ATTORNEY

As a shareholder of **Kapsch TrafficCom AG**, I hereby authorize

Dr. Michael Knap, Vice President of „Interessensverband für Anleger“ (IVA)

To represent me at the Annual General Meeting of Kapsch TrafficCom AG, Vienna, FN 223805 a, on **Tuesday, September 10th, 2019, 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 actions 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.

I instruct the above-mentioned authorized representative to vote on agenda items 2 to 7 concerning the resolutions proposed by the Management Board and the Supervisory Board as they are available for download on the Company's website <http://www.kapsch.net/ktc/ir/Shareholders-Meeting> (please mark with a cross where applicable; if no instructions are checked, the authorized representative will be voting for a statement of the administration).

TOP 2

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

TOP 3

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

TOP 4

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

TOP 5

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

TOP 6

Dr. Franz Semmerneegg

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

TOP 6

Dr. Kari Kapsch

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

TOP 6

Dr. Harald Sommerer

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

TOP 7

Vote FOR	Vote AGAINST	Abstain
<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Should separate votes be taken on a clause of an agenda item, an instruction provided in connection therewith shall apply to each sub-item.

I/We note that the proxy will accept no instructions to ask for the floor, to raise objections to resolutions of the shareholders' meeting, to ask questions or file motions.

(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)