



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

**Invitation to the Annual General Meeting (“AGM”) of  
Kapsch TrafficCom AG  
(„the Company“)**  
on **Wednesday, September 9, 2020 at 10:00 a.m. (CEST)**  
at the conference center next to Kapsch TrafficCom AG,  
Am Europlatz 2, 1120 Vienna, Austria

- I. TO BE HELD AS A VIRTUAL AGM WITHOUT THE PHYSICAL PRESENCE OF THE SHAREHOLDERS**
- 1. Company Law COVID-19 Act (Gesellschaftsrechtliches COVID-19- Gesetz – COVID-19-GesG) and Company Law COVID-19 Regulation (Gesellschaftsrechtliche COVID-19-Verordnung – COVID-19-GesV)**

In light of the COVID-19 pandemic and after careful consideration, the Executive Board decided to utilize the new legal provisions authorizing a virtual AGM to protect the shareholders and other participants.

The AGM of Kapsch TrafficCom AG on September 9, 2020, will be held as a “virtual AGM” in consideration of the interests of both the Company and the participants, based on Sec. 1 para. 2 COVID-19-GesG, Federal Law Gazette I No. 16/2020, as published in the Federal Law Gazette I No. 24/2020, and the COVID-19-GesV (Federal Law Gazette II No. 140/2020).

This means that according to the Executive Board’s decision aiming at the protection of shareholders’ health, shareholders will not be allowed to attend in person the AGM of Kapsch TrafficCom AG on September 9, 2020. An exception exists for special proxy holders pursuant to Sec. 3 para. 4 COVID-19-GesV.

The Executive Board asks the shareholders for understanding that they cannot attend the AGM on September 9, 2020 in person.

The AGM will be held at the conference center next to Kapsch TrafficCom AG, Am Europlatz 2, 1120 Vienna, Austria, in the physical presence of the Chairman of the Supervisory Board, the Chairman of the Executive Board and another member of the Executive Board, the certifying notary, and the four special proxies designated by the Company.

The conduct of the AGM as a virtual AGM in accordance with the COVID-19-GesG and the COVID-19-GesV will require modification of the usual procedure for holding the AGM and exercising shareholder rights.

The exercise of voting rights, the right to make requests and the right to object shall be effected exclusively by granting power of attorney and giving instructions to one of the special proxies (pursuant to Sec. 3 para. 4 COVID-19-GesV) proposed by the Company.

The shareholders themselves can exercise their rights to obtain information during the virtual AGM by utilizing electronic communication, i.e. exclusively in text form and exclusively by e-mail directed to the Company's e-mail address at [fragen.kapsch@hauptversammlung.at](mailto:fragen.kapsch@hauptversammlung.at).

## 2. Transmission of the AGM on the Internet

In accordance with Sec. 3 para. 4 COVID-19-GesV in conjunction with Sec. 102 para. 4 of the Austrian Stock Corporation Act (AktG), the entire AGM will be transmitted on the Internet in real time in audiovisual format. It is not necessary to register or login to watch the AGM.

All Company shareholders can watch the AGM as a virtual AGM on the Internet from about 10:00 a.m. on **September 9, 2020**, at [www.kapsch.net/ktc/ir](http://www.kapsch.net/ktc/ir) or [www.kapsch.net/ktc/ir/Shareholders-Meeting](http://www.kapsch.net/ktc/ir/Shareholders-Meeting) using the appropriate technical aids.

The transmission of the AGM on the Internet will enable all shareholders, who desire to do so, to follow the course of the AGM in real time via this one-way audiovisual connection and to watch the Executive Board make its presentation and answer shareholders' questions.

It should be noted that this live transmission as a virtual AGM does not permit remote participation (Sec. 102 para. 3 no. 2 AktG) or remote voting (Sec. 102 para. 3 no. 3 AktG and Sec. 126 AktG) and that the Internet transmission is not a two-way connection.

It should also be noted that the Company is only responsible for the use of technical means of communication to the extent that they are attributable to the Company's sphere.

In other respects, please see the information regarding the organizational and technical prerequisites for participation under Sec. 3 para. 3 in conjunction with Sec. 2 para. 4 COVID-19-GesV ("**Information on Participation**").

We ask that the shareholders pay particular attention to the Information on Participation this year, which also describes the procedure for the AGM.

## II. AGENDA

1. Presentation of the Annual Financial Statements including the Management Report, the Consolidated Financial Statements including the Consolidated Management Report, 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 2019/20

2. Resolution on the allocation of the balance sheet profit for the business year 2019/2020
3. Resolution on the discharge of liability of the members of the Executive Board for the business year 2019/20
4. Resolution on the discharge of liability of the members of the Supervisory Board for the business year 2019/20
5. Resolution on the election of the independent auditor for the Annual Financial Statements and the Consolidated Financial Statements for the business year 2020/21
6. Resolution on the Remuneration Policy
7. Resolution on the amendment of the Articles of Association in sections 10 and 12 and addition by section 12a

### III. DOCUMENTS FOR THE AGM; PROVISION OF INFORMATION ON THE WEBSITE

The following documents, among others, will be available on the Company's website ([www.kapsch.net/ktc/ir](http://www.kapsch.net/ktc/ir) or [www.kapsch.net/ktc/ir/Shareholders-Meeting](http://www.kapsch.net/ktc/ir/Shareholders-Meeting)) no later than **August 19, 2020**:

- Information on the organizational and technical prerequisites for participation in accordance with Sec. 3 para. 3 in conjunction with Sec. 2 para. 4 COVID-19-GesV ("**Information on Participation**"),
  - Annual Financial Statements and Management Report,
  - Consolidated Financial Statements and Consolidated Management Report,
  - Consolidated Corporate Governance Report,
  - Consolidated Non-Financial Report ,
  - Proposed allocation of profits,
  - Report of the Supervisory Board,
- each for business year 2019/20;
- Proposed resolutions for agenda items 2 to 7,
  - Remuneration Policy
  - Amendments to the Articles of Association
  - Form for granting proxy to the special proxies pursuant to Sec. 3 para. 4 COVID-19-GesV,
  - Question form,
  - Form for revoking a proxy,
  - Full text of this Invitation.

### IV. RECORD DATE AND PREREQUISITS FOR PARTICIPATION IN THE AGM

The right to attend the virtual AGM and to exercise voting rights and the other shareholders' rights at this virtual AGM in accordance with the COVID-19-GesG and the COVID-19-GesV is based on share ownership at the close of **August 30, 2020** (the record date).

Only persons who are shareholders on the record date and prove this to the Company are entitled to attend this virtual AGM under the COVID-19-GesG and the COVID-19-GesV.

A deposit confirmation in accordance with Sec. 10a AktG must be submitted to prove share ownership on the record date, must be received by the Company no later than **September 4, 2020** (12:00 a.m. [midnight], CEST) and must be sent exclusively by one of the following communication channels to one of the following addresses:

(i)	Send the deposit confirmation in text form (which satisfies Sec. 19 para. 3 of the Articles of Incorporation):	
	By e-mail	<a href="mailto:anmeldung.kapsch@hauptversammlung.at">anmeldung.kapsch@hauptversammlung.at</a> (please send deposit confirmations in PDF format))
	By fax	+43 (0)1 8900 500 68
(ii)	Send the deposit confirmation in written form	
	By mail or courier:	Kapsch TrafficCom AG c/o HV-Veranstaltungsservice GmbH Köppel 60, 8242 St. Lorenzen am Wechsel, Austria
	By SWIFT	GIBAATWGGMS (message type MT598 or MT599 and ISIN AT000KAPSCH9 must be cited in the text)

**The appointment** of a special proxy **cannot be effective without a deposit confirmation** received by the Company in due time. Please see Section V of this Invitation with respect to the authorization of a special proxy and the procedure for this.

The shareholders are requested to contact their custodian banks and order the issuance and transmission of a deposit confirmation.

The record date has no effect on the salability of the shares and is of no significance with respect to dividend entitlement.

#### **Deposit confirmation under Sec. 10a AktG**

The deposit confirmation must be issued by the bank keeping the securities account, which shall have its registered office in a Member State of the European Economic Area or in a Full Member State of the OECD and must contain the following information:

- information about the issuer: company name and address or a code commonly used in transactions between credit institutions,
- information about the shareholder: name/company name and address as well as the date of birth of natural persons; for legal entities, the register and number for the legal entity in its country of origin, if any,
- information about the shares: number of shares held by the shareholder, ISIN AT0000KAPSCH9,
- deposit number or other identifier,
- time period to which the deposit confirmation relates.

The deposit confirmation, utilized as proof of share ownership for the purpose of participation in the AGM, must relate to the close of the record date, **August 30, 2020** (12:00 a.m. [midnight], CEST). A deposit confirmation will be accepted in the German language or the English language.

## V. APPOINTMENT OF A SPECIAL PROXY AND THE PROCEDURE TO BE FOLLOWED

Any shareholder who is entitled to attend the virtual AGM under the COVID-19-GesG and the COVID-19-GesV and has provided the Company with evidence of this in accordance with the specifications of Section IV of this Invitation, has the right appoint a special proxy holder.

According to Sec. 3 para. 4 COVID-19-GesV, a shareholder can only propose a resolution, cast a vote or raise an objection at the virtual AGM of Kapsch TrafficCom AG on **September 9, 2020**, through a special proxy.

The following persons, who are suitable and independent of the Company, are proposed as special proxies:

- (i) Dr. Michael Knap  
c/o Interessenverband für Anleger, IVA  
Feldmühlgasse 22, 1130 Vienna, Austria  
E-mail address [knap.kapsch@hauptversammlung.at](mailto:knap.kapsch@hauptversammlung.at)
- (ii) Mag. Christoph Moser, Attorney at Law  
c/o Weber Rechtsanwälte GmbH & Co KG  
Rathausplatz 4, 1010 Vienna, Austria  
E-mail address [moser.kapsch@hauptversammlung.at](mailto:moser.kapsch@hauptversammlung.at)
- (iii) Mag. Ewald Oberhammer, Attorney at Law  
c/o Oberhammer Rechtsanwälte GmbH  
Karlsplatz 3/1, 1010 Vienna, Austria  
E-mail address [oberhammer.kapsch@hauptversammlung.at](mailto:oberhammer.kapsch@hauptversammlung.at)
- (iv) Dr. Marie-Agnes Arlt, LL.M., Attorney at Law  
c/o a2o.legal - Kooperation selbständiger Rechtsanwälte  
Ebendorferstraße 6/10, 1010 Vienna, Austria  
E-mail address [arlt.kapsch@hauptversammlung.at](mailto:arlt.kapsch@hauptversammlung.at)

Any shareholder can select one of the four aforementioned persons as his/her special proxy and grant this person a power of attorney.

**A special form for granting proxy** is available on the Company's **website**, [www.kapsch.net/ktc/ir](http://www.kapsch.net/ktc/ir) or [www.kapsch.net/ktc/ir/Shareholders-Meeting](http://www.kapsch.net/ktc/ir/Shareholders-Meeting), for the purpose of granting a power of attorney to the special proxy. **The use of this form is mandatory.**

The specifications set forth in the **Information on Participation** document regarding the granting of proxies, the delivery options and the deadlines must be followed.

A personal handover of the power of attorney to the special proxy at the meeting venue is expressly excluded.

## **VI. INFORMATION ON SHAREHOLDERS' RIGHTS UNDER SECS. 109, 110, 118, AND 119 AKTG**

### **1. Amendments to the agenda by shareholders pursuant to Sec. 109 AktG**

Shareholders who individually or collectively hold 5% of the share capital and who have held the shares for at least three months before filing the request can make a written request for **additional items** to be **included in the agenda** for this AGM and published, provided that the written request is sent exclusively to the following address: Kapsch TrafficCom AG, attn. Mr. Hans Lang, Investor Relations, Am Europlatz 2, 1120 Wien, Austria, by regular mail or courier service and is received by the Company no later than **August 19, 2020** (12:00 a.m. [midnight], CEST). A proposed resolution and an explanatory statement must be attached to every so requested agenda item. The agenda item and the proposed resolution, but not the explanatory statement, must be drafted at least in German language. Shareholder status must be evidenced by submitting a deposit confirmation in accordance with Sec. 10a AktG, which confirms that the requesting shareholders have held the shares for at least three months prior to filing the request. The confirmation must not be older than seven days at the time it is presented to the Company. Multiple deposit confirmations for shares that only make up a 5% equity holding when aggregated must relate to the same point in time (date, time of day).

Please see the information on entitlement to participate in the meeting (Section IV of this Invitation) for the additional requirements for deposit confirmations.

### **2. Shareholders' proposals for resolutions on the agenda pursuant to Sec. 110 AktG**

Shareholders who individually or collectively hold 1% of the share capital can send **proposals for resolutions** (with explanatory statements) regarding any item on the agenda in text form according to Sec. 13 para. 2 AktG and request that these proposals be made available on the Company website registered in the Commercial Register, together with the names of the respective shareholders, the attached explanatory statement and any comments by the Executive Board or the Supervisory Board, if the request in text form is sent to the Company either by fax, to +43 (0)50 811 2809 or by regular mail to the following address: Kapsch TrafficCom AG, attn. Mr. Hans Lang, Investor Relations, Am Europlatz 2, 1120 Vienna, Austria, or by e-mail to [ir.kapschtraffic@kapsch.net](mailto:ir.kapschtraffic@kapsch.net), and is received by the Company no later than **August 31, 2020** (12:00 a.m. [midnight], CEST). The request (in text form according to Sec. 13 para. 2 AktG) may be attached to the e-mail as a PDF, for example. To the extent that text form within the meaning of Sec. 13 para. 2 AktG is prescribed for declarations, the declaration must be made in a document or in any other manner suitable for permanent reproduction in characters, the declarant must be identified and the conclusion of the declaration must be made evident by reproducing the declarant's signature or otherwise. The proposed resolution, but not the explanatory statement, must be drafted in the German language.

Shareholder status shall be evidenced by a deposit confirmation in accordance with Sec. 10a AktG, which must not be older than seven days at the time it is presented to the Company. Multiple deposit confirmations for shares that only make up a 1% equity holding when aggregated must relate to the same point in time (date, time of day).

Please see the information on entitlement to participate in the meeting (Section IV of this Invitation) for the additional requirements for deposit confirmations.

### 3. The shareholder's right to information pursuant to Sec. 118 AktG

Upon request, each shareholder shall be provided with information regarding Company affairs at the AGM to the extent that such information is necessary to properly assess an agenda item. The duty to provide information also extends to the Company's legal relationships with affiliated companies and to the position of the Group and the companies included in the Consolidated Financial Statements.

Providing information may be refused if the Company's reasonable business judgment suggests that the information is likely to have a material adverse effect on the Company or an affiliated company or its disclosure would be subject to criminal sanctions.

Express reference is made to the fact that also **during the virtual AGM, the right to information** pursuant to Sec. 118 AktG can be exercised by the shareholders, exclusively by e-mailing questions directly to the Company at the following e-mail address: [fragen.kapsch@hauptversammlung.at](mailto:fragen.kapsch@hauptversammlung.at).

Please note that **the Chairman** will establish **reasonable time limits** during the AGM.

Notwithstanding this, shareholders are requested to e-mail **all questions in text form in advance** to the address [fragen.kapsch@hauptversammlung.at](mailto:fragen.kapsch@hauptversammlung.at) in due time so that they are **received** by the Company no later than the third business day before the AGM, i.e. by Friday, **September 4, 2020**.

This will enable the Company to prepare as accurately as possible and to answer your questions at the AGM as quickly as possible.

Please use the **Question Form** which is available on the Company's website at [www.kapsch.net/ktc/ir](http://www.kapsch.net/ktc/ir) or [www.kapsch.net/ktc/ir/Shareholders-Meeting](http://www.kapsch.net/ktc/ir/Shareholders-Meeting).

The document containing **Information on Participation** has additional information and describes the methods of exercising the shareholder's right to information under Sec. 118 AktG.

### 4. Shareholder requests at the AGM pursuant to Sec. 119 AktG

Every shareholder – irrespective of the particular level of share ownership – is entitled to file a request on any item of the agenda at the virtual AGM by way of his special proxy pursuant to the COVID-19-GesG and the COVID-19-GesV.

**The prerequisite** for this is **evidence of entitlement to participate** in accordance with Section IV of this Invitation **and** the granting of a corresponding **power of attorney to the special proxy** in accordance with Section V of this Invitation.

The document containing **Information on Participation** has additional information and describes the methods of exercising the shareholder's right to make motions in accordance with Sec. 119 AktG.

## **5. Information on data processing for shareholders**

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

## **VII. ADDITIONAL INFORMATION AND NOTICES**

### **Total number of shares and voting rights**

At the time of the convocation of the AGM 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. The total number of shares entitled to participate in and vote at the AGM therefore amounts to 13,000,000 shares at the date of the convocation of the AGM. At the time of the convocation of the AGM the Company holds neither directly nor indirectly own shares.

### **No physical presence**

We again expressly note that neither shareholders nor guests will be admitted to the upcoming AGM which will be conducted as a virtual AGM in accordance with the COVID-19-GesV.

### **Reference to people**

When referring to people, for readability reasons, only the masculine form is used. However, this always refers to men, women, and non-binary persons.

Vienna, August 2020

The Executive Board