

**Information on the organizational and technical prerequisites for participation  
in the ordinary Annual General Meeting  
on Wednesday, September 9, 2020, at 10:00 a.m. (CEST), to be held as a  
virtual Annual General Meeting**

The invitation to the Annual General Meeting of Kapsch TrafficCom AG, which is to be held on Wednesday, September 9, 2020, at 10:00 a.m., was published in the Official Gazette of the Wiener Zeitung on August 7, 2020, and transmitted by euro adhoc and posted 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)) the same day.

**Meeting to be held as a virtual Annual General Meeting**

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

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

This means that, under the Management Board's decision, shareholders won't be physically present at the Annual General Meeting of Kapsch TrafficCom AG on September 9, 2020, to protect their health (with the exception the special proxy holders under Sec. 3 para. 4 COVID-19-GesV).

The Management Board asks the shareholders for understanding that they cannot attend the Annual General Meeting on September 9, 2020 in person.

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

**Transmission of the Annual General Meeting on the Internet**

The entire virtual Annual General Meeting will be transmitted on the Internet so that all Company shareholders can watch it on the Internet 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) starting at 10 a.m. on September 9, 2020.

The transmission of the Annual General Meeting on the Internet will enable all shareholders, who desire to do so, to follow the course of the Annual General Meeting in real time via this one-way audiovisual

connection and to watch the Management Board make its presentation and answer shareholders' questions. It is not necessary to register or login to watch the Annual General Meeting.

The technical prerequisites for shareholders are functional Internet access / a functional Internet connection and a web-enabled device, which has a HTML5- compatible Internet browser with activated Javascript and is capable of audio and video playback of the transmission (e.g., a PC with a monitor and loudspeaker or a notebook, tablet, smartphone, or the like).

**Voting rights, the right to propose a resolution, and the right to raise an objection can only be exercised through special proxies.**

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 Annual General Meeting of Kapsch TrafficCom AG on September 9, 2020, **through one of the special proxies listed below**, who are independent of the Company and whose costs will be borne by the Company.

Any shareholder who is entitled to attend the virtual Annual General Meeting and has provided the Company with evidence of this in accordance with the specifications in the Invitation (see Section IV. of the Invitation) has the right to appoint one of the proxy holders listed below to exercise his/her voting rights, to propose a resolution, and to raise an objection.

- (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)

For the appointment of these special proxies, **amandatory form** and a form for revoking the proxy are available on and can be downloaded from 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).

We ask you **to indicate the e-mail address** in the appropriate field **on the proxy form** that you will **use to send instructions, proposals, or objections** to the proxies **or** to send **questions and statements** to the Company, so that we can **check your identity as a shareholder**.

In your interest, such a power of attorney should be received no later than on **September 7, 2020, 4:00 p.m., CEST**, using one of the channels of communication listed below:

A power of attorney can **be e-mailed** to the special proxy you have chosen at the address listed above. This method of transmission ensures that the proxy you choose has direct access to the power of attorney.

In other respects, the following channels of communication and addresses are available for sending a power of attorney:

**For regular mail or courier service:** Kapsch TrafficCom AG  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen am Wechsel  
Austria

**For faxes:** +43 (1)8900 500-68

Credit institutions can also send proxies using **SWIFT** in accordance with Sec. 114 para. 1 sentence 4 AktG:  
GIBAATWGGMS  
(message type MT598 or MT599, and  
ISIN AT000KAPSCH9 must be cited in the text)

The proxy may expressly not be delivered in person at the meeting site.

In authorizing another person, it should be noted that **an effective proxy chain** (subproxy) must ensure that one of the four special proxies is authorized to exercise voting rights, the right, to propose resolutions, and the right to raise objections at the Annual General Meeting itself. It is not possible to authorize a person other than one of the four special proxies to exercise these rights at the Annual General Meeting under Sec. 3 para. 4 COVID-19-GesV. However, it is permissible to authorize other persons to exercise different rights, particularly the right to information and the right to speak.

The above provisions regarding the granting of proxies apply mutatis mutandis to the revocation of proxies. If the proxy is revoked after **September 7, 2020, 4:00 p.m., CEST**, we recommend that the revocation be e-mailed or faxed to the affected proxy, since timely receipt cannot otherwise be ensured.

### **Instructions to the special proxies**

The special proxies shall only exercise voting rights, the right to make motions, and the right to raise objections in accordance with instructions. If there is no instruction regarding a proposed resolution, the proxy shall abstain from voting. The proxy shall also abstain if the instruction for a proposed resolution is ambiguous (e.g., simultaneously FOR and AGAINST the same proposed resolution).

The shareholders are requested to issue their instructions to their chosen proxy on the section of the proxy form intended for this purpose, which 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**. A form for issuing instructions 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), along with the power of attorney. We request that the instructions **be e-mailed** to the aforementioned address of the proxy of your choice. This method of transmission ensures that the proxy you have chosen will have direct access to the instructions.

**The instructions can be issued together with the granting of the proxy or at a later date.** Instructions on exercising voting rights, the right to make motions, and the right to raise objections can be issued **before or during the Annual General Meeting until a particular time designated by the Chairman.** Shareholders will be able to modify instructions already issued or to issue new instructions until these times.

Given the possibility of a large number of contact attempts at the same time, the proxy cannot guarantee that he/she will be reachable by telephone **during the Annual General Meeting**. Therefore, sending an **e-mail to the aforementioned e-mail address of your proxy** is the **only** means of **communication** that should be used. Every e-mail must show the identity of the shareholder (name/company name, date of birth/Commercial Register number of the shareholder) and indicate the end of the declaration by reproducing the shareholder's signature or otherwise, e.g., by giving the name/company name (Sec. 13 para. 2 AktG). To enable the proxy to verify your identity and match it with the custody account confirmation, we **request that you also include your custody account number in the e-mail in this case.**

It should be noted that it **may be necessary to briefly interrupt the virtual Annual General Meeting** to safely process the shareholder instructions to the proxy holder that are received during the Annual General Meeting.

### **The shareholders' right to information and right to speak**

Upon request, each shareholder shall be provided with information regarding Company affairs at the Annual General Meeting to the extent that such information is necessary to properly assess an agenda item.

The right to information and the right to speak can **be exercised exclusively by electronic mail by sending an e-mail to the e-mail address** set up specifically for this purpose: [fragen.kapsch@hauptversammlung.at](mailto:fragen.kapsch@hauptversammlung.at). Please use the **Question Form**, which 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, and append the filled-out and signed form to the e-mail as an attachment.

If you send your questions or statements **without using the Question Form**, the e-mail **must show the identity of the shareholder** (name/company name, date of birth/Commercial Register number of the shareholder) and indicate the end of the declaration **by reproducing the shareholder's signature** or otherwise, e.g., by giving the name/company name (Sec. 13 para. 2 AktG). To enable the Company **to verify your identity** and match it with the custody account confirmation, we **request that you also include your custody account number** in the e-mail in this case.

If the right to information and/or the right to speak is exercised by a representative, proof of authorization must also be provided in text form. Please note that the **special proxy cannot be authorized to exercise the right to information and/or the right to speak.**

The shareholders are **requested to e-mail all questions in text form in advance** to the following address: [fragen.kapsch@hauptversammlung.at](mailto:fragen.kapsch@hauptversammlung.at) in due time so that they are **received** by the Company no later than **September 4, 2020**. This will enable the Company to prepare as accurately as possible and to answer your questions at the Annual General Meeting as quickly as possible.

The shareholders can also send their questions and statements to the Company electronically **during the Annual General Meeting** but must only do so **in text form by sending an e-mail directly to the following Company e-mail address: [fragen.kapsch@hauptversammlung.at](mailto:fragen.kapsch@hauptversammlung.at)**. Please note that the **Chairman can establish time limits during the Annual General Meeting.**

The questions received by the Company will be read and answered at the Annual General Meeting in accordance with Sec. 118 AktG.

#### **Invitation**

In other respects, please see the provisions of the Invitation of August 7, 2020, especially the requirement of timely dispatch of the deposit confirmation to exercise shareholder's rights at the virtual Annual General Meeting on September 4, 2020.

The Executive Board