

## **INFORMATION ON THE RIGHTS OF THE SHAREHOLDERS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 OF THE STOCK CORPORATION ACT**

### **Amendments to the agenda by shareholders pursuant to Section 109 Stock Corporation Act (Aktengesetz)**

Shareholders who hold in 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 **additional agenda items** for this Annual General Meeting as well as their publication. No later than **by August 16, 2018**, Kapsch TrafficCom (the “Company”) must receive such a request in writing exclusively at the address

Kapsch TrafficCom AG  
Investor Relations  
Attn. Mr. Hans Lang  
Am Europlatz 2  
1120 VIENNA  
AUSTRIA.

Each additional agenda item must be accompanied by a proposal for a resolution and the statement of the reasons. By presenting a deposit confirmation pursuant to Section 10a Austrian Stock Corporation Act the shareholders requesting an amendment to the agenda provide evidence of holding the shares for at least three months. The deposit confirmation must not be older than seven days.

### **Shareholders’ proposals for resolutions pursuant to Section 110 Stock Corporation Act**

Shareholders who hold in aggregate **1% or more of the share capital** may submit written **proposals for resolutions** in a German language version regarding any agenda item. Such a proposal shall include the statement of the reasons. The proposing shareholders may request that their proposal including the reasoning be made available on the website of the Company, provided that such request is received by the Company at one of the addresses stipulated below no later than **August 28, 2018**:

By mail or courier:      Kapsch TrafficCom AG  
Investor Relations  
Attn. Mr. Hans Lang  
Am Europlatz 2  
1120 VIENNA  
AUSTRIA

Via fax: +43 (0)50 811 2809

Via e-mail: [ir.kapschtraffic@kapsch.net](mailto:ir.kapschtraffic@kapsch.net), whereas the request must be 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, the statement by the candidate in accordance with Section 87 (2) Stock Corporation Act shall replace the statement of the reasons .

### **Deposit confirmation pursuant to Section 10a Stock Corporation Act**

The deposit confirmation must be issued by a depositary bank having its registered office in a state which must be either a Member State of the European Economic Area or a full member of the OECD. The deposit confirmation shall contain the following:

- > Information on the issuer: name / name of company and address or a code used for transactions between banks
- > Information on the shareholder: 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 held by the shareholder, ISIN AT000KAPSCH9
- > Deposit number and/or another description
- > Time to which the deposit confirmation refers.

The deposit confirmation can be issued in German or English and must be received by the company exclusively at one of the following addresses not later than September 3, 2018 (midnight, Vienna local time):

(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 Section 12 (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 deposit confirmation)

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

The record date has no impact on the salability of the shares and has no significance for dividend entitlement.

### **Information concerning the right to information pursuant to Section 118 Stock Corporation Act**

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 evaluation of an item on the agenda. Any information given shall comply with the principles of conscientious and accurate reporting. Information may be withheld under the proviso that

1. based on a reasonable business judgement, it would cause significant harm to the enterprise or associated companies, or if
2. disclosing such information would be unlawful.

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, Investor Relations, duly in advance of the Annual General Meeting in writing by e-mail to the address [ir.kapschtraffic@kapsch.net](mailto:ir.kapschtraffic@kapsch.net) or by telefax at +43 (0)50 811 2809.

### **Information about the right of shareholders to propose motions at the Annual General Meeting pursuant to Section 119 Stock Corporation Act**

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 Section 110 Stock Corporation Act. 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 in the manner described above no later than by **August 28, 2018**. Each candidate nomination must be accompanied by a statement pursuant to Section 87 (2) Stock Corporation Act of the proposed person about his or her professional qualifications, professional or comparable positions held, and all circumstances which could give rise to a suspicion of bias.