

**Proposed Resolutions by the Management Board and
the Supervisory Board
for the
Annual General Meeting
September 6th, 2018**

- 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 2017/18**

No resolution is required for this item of the agenda.

- 2. Resolution on the allocation of balance sheet profits**

The financial statements of Kapsch TrafficCom AG for the business year 2017/18 show a balance sheet profit in the amount of EUR 147,445,071.14 (thereof profits carried forward EUR 116,989,805.92).

The Management Board and the Supervisory Board propose the allocation of the balance sheet profit shown in the 2018 annual financial statement of EUR 19,500,000.00 as follows: distribution of a dividend of EUR 1.50 per share. The remaining amount of EUR 127,945,071.14 shall be carried forward onto new account.

The ex-dividend date is September 10, 2018; the dividend payment date is September 13, 2018.

- 3. Resolution on the formal approval of the actions of the members of the Management Board for the business year 2017/18**

The Management Board and the Supervisory Board propose a resolution on the formal approval of the action of the members of the Management Board in office in the business year 2017/18 for such period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the business year 2017/18

The Management Board and the Supervisory Board propose a resolution on the formal approval of the actions of the members of the Supervisory Board in office in the business year 2017/18 for such period.

5. Appointment of the auditors and the group auditor for the business year 2018/19

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and Group auditor for the business year 2018/19. This proposed resolution is based on a proposal by the Audit Committee.

6. Election to the Supervisory Board

At the end of the General Meeting on September 6th, 2018, the term of office of Sabine Kauper as a member of the Supervisory Board shall end.

In accordance with section 9 of the articles of association, the Supervisory Board has at least three and no more than six members.

So far, the Supervisory Board has had four members elected by the General Meeting. In order to reach this number again one member must be elected in the next general meeting. Therefore, the Supervisory Board proposes electing one person to the Supervisory Board at the coming General Meeting so that the Supervisory Board in future will consist of four members again elected by the General Meeting.

The following candidate for the Supervisory Board is based on the Supervisory Board's recommendations. The recommendations were made on the basis of the requirements of the Corporate Governance Code.

The Supervisory Board proposes the election of Sabine Kauper to the Supervisory Board effective as of the end of the General Meeting and up to the end of the General Meeting that passes the resolution on the formal approval for the third business year after the election, whereas the current business year shall not be taken into account. In case the current balance sheet date of March 31 is maintained, the term of office of the members of the Supervisory Board to be elected shall end at the end of the General Meeting deciding on the formal approval for the business year 2021/22.

The person proposed made her declaration in accordance with section 87, paragraph 2 of the Stock Corporation Act, which is also available on the website of the Group.

The General Meeting shall be bound by the proposals made in the election in accordance with the method described below. Proposals for the election of members of the Supervisory Board together with the declarations in accordance with section 87, paragraph 2 of the Stock Corporation Act for each person proposed must be made available on the website of the Group no later than August 30, 2018; otherwise the persons may not be included in the election. This shall also apply to candidates proposed by shareholders in accordance with section 110 of the Stock Corporation Act, which must be received by the Group in writing no later than August 28, 2018, whereas concerning the details and pre-conditions in order to take into account such proposals, we make reference to "Information on the rights of the shareholders in accordance with section 109, 110 and 118 of the Stock Corporation Act / Proposed resolutions by shareholders in accordance with section 110 of the Stock Corporation Act".