

Kapsch TrafficCom AG
Vienna, FN 223805 a

Proposed Resolutions by the Executive Board and the Supervisory Board
for the Annual General Meeting
September 4, 2024

- 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 financial year 2023/24**

No resolution is required for this item of the agenda since the presentation of the aforementioned documents serves only as information to the Shareholders' Meeting. The annual financial statements 2023/24 have already been approved by the Supervisory Board and thus adopted.

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

The financial statements of Kapsch TrafficCom AG for the financial year 2023/24 show a balance sheet profit in the amount of EUR 59,844,752.30 (thereof profits carried forward of EUR 21,319,207.88). The Executive Board propose to pay out no dividends for the financial year 2023/24 and to carry the entire net retained profits forward to new account.

- 3. Resolution on the formal approval of the actions of the members of the Executive Board for the financial year 2023/24**

The Executive Board and the Supervisory Board propose a resolution on the formal approval of the actions of the members of the Executive Board in office in the financial year 2023/24 for this period.

4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2023/24

The Executive 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 financial year 2023/24 for this period.

5. Appointment of the auditor and the group auditor as well as the auditor of the sustainability reporting for the financial year 2024/25

The Supervisory Board proposes the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor and group auditor for the financial year 2024/2025. Furthermore, the Supervisory Board proposes that the appointment of PwC Wirtschaftsprüfung GmbH, Vienna, as the auditor of the sustainability report for the financial year 2024/25, subject to the condition that the sustainability report for the financial year 2024/25 must be audited by an external auditor due to legal requirements. The proposal of the Supervisory Board is based on a corresponding recommendation by the Supervisory Board's Audit Committee.

6. Resolution on the remuneration report

The Executive Board and the Supervisory Board of a listed company shall prepare a clear and comprehensible remuneration report for the remuneration of the members of the Executive Board and the members of the Supervisory Board in accordance with Section 78c in conjunction with Section 98a AktG (Austrian Stock Corporation Act).

This remuneration report has to provide a comprehensive overview of the remuneration, including all forms of benefits, granted or owed, to current and former members of the Executive Board and the Supervisory Board over the last financial year under the remuneration policy (Section 78a in conjunction with Section 98a AktG).

The remuneration report for the last financial year must be submitted to the Shareholders' Meeting for a vote. The vote has a recommendatory character. The resolution is not contestable (Section 78d (1) AktG).

The Executive Board and the Supervisory Board of Kapsch TrafficCom AG approved a remuneration report in accordance with Section 78c in conjunction with Section 98a AktG and proposed a resolution in accordance with Section 108 (1) AktG.

The remuneration report will be made accessible on the Kapsch TrafficCom AG website as entered in the commercial register, www.kapsch.net/en/ir or www.kapsch.net/en/ir/annual-general-meeting, by no later than August 14, 2024 (21 days prior to the Annual General Meeting) in accordance with Section 108 para. 4 no. 4 AktG.

The Executive Board and the Supervisory Board propose that the remuneration report for the financial year 2023/2024 be passed as it will be made accessible on the website register in the Commercial Register.

7. Resolution on the remuneration policy

The Supervisory Board of a listed company must formulate the principles for the remuneration of the members of the Executive Board and the Supervisory Board in accordance with Section 78a in conjunction with Section 98a of the Stock Corporation Act (remuneration policy).

The remuneration policy must be submitted to the Shareholders' Meeting for a vote at least every fourth fiscal year and whenever there is a material change.

The Supervisory Board must make a proposal for a resolution on the remuneration policy pursuant to Section 108 (1) AktG. This proposed resolution of the Supervisory Board and the remuneration policy must be made available on the website of Kapsch TrafficCom AG entered in the commercial register, www.kapsch.net/en/ir or www.kapsch.net/en/ir/annual-general-meeting no later than August 14, 2024 (21st day before the Annual General Meeting) in accordance with Section 108 para. 4 no. 4 AktG.

At its meeting on June 18, 2024, the Supervisory Board of Kapsch TrafficCom AG reviewed the principles for the remuneration of the members of the Executive Board and the Supervisory Board pursuant to Section 78a in conjunction with Section 98a AktG, which were prepared by the Committee for Executive Board Matters and proposed to the Supervisory Board, and established and re-adopted the remuneration policy.

The Supervisory Board submits this remuneration policy to the Annual General Meeting for a vote. The result is of a recommendatory nature and cannot be contested.

The Supervisory Board proposes that the remuneration policy, as published on the website registered in the Commercial Register, be adopted.

8. Resolution on the remuneration of the members of the Supervisory Board

The Supervisory Board proposes, in accordance with Section 9 (8) of the Articles of Association, to set the remuneration of the elected members of the Supervisory Board for the financial year 2024/2025 and for the following financial years until a future Shareholders' Meeting decides on a different remuneration at a total amount of EUR 160,000.00 p.a. and to leave the distribution of this amount to the person of the Supervisory Board.

In addition, in accordance with Section 9 (8) of the Articles of Association, each member of the Supervisory Board is reimbursed for cash expenses incurred in the performance of their duties.

9. Elections to the Supervisory Board

At the end of the Annual General Meeting on September 4, 2024 the term of office of Mr. Franz Semmerneegg and Mr. Harald Sommerer as a member of the Supervisory Board shall end.

In accordance with Section 9 of the Articles of Association the Supervisory Board shall be composed of at least three and no more than six members elected by the Shareholders' Meeting.

So far, the Supervisory Board has consisted of four members elected by the Shareholders' Meeting. In order to reach this number again two members have to be elected in the upcoming Annual General Meeting.

Therefore, the Supervisory Board proposes to fill the mandates so that after the election at the Annual General Meeting on September 4, 2024, the Supervisory Board will consist of four members elected by the Annual General Meeting also in the future.

The Supervisory Board has less than six members elected by the Annual General Meeting. Therefore, the minimum quota according to Section 86 (7) AktG is not applicable to Kapsch TrafficCom AG.

The Supervisory Board proposes to elect Mr. Martin Fellendorf and Ms. Sonja Wallner to the Supervisory Board effective from the end of this Annual General Meeting and up to the Annual General Meeting that passes the resolution on the formal approval of actions for the fourth financial year after the election, so that, 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 Annual General Meeting deciding on the formal approval of actions for the financial year 2027/2028.

The proposed persons have submitted a declaration in accordance with Section 87 (2) AktG, which is also accessible on the Company's website, declaring in particular that

1. all circumstances in relation to Section 87 (2) AktG were disclosed and that, according to the proposed persons' judgement, no circumstances exist that might justify any concern of bias,
2. the proposed persons has never been found guilty of a criminal offence by a final judgement of a criminal court, in particular none of those under Section 87 (2a) Sentence 3 AktG that compromise their professional reliability, and
3. no obstacles to their appointment exist within the meaning of Section 86 (2) and (4) AktG.

The Annual General Meeting shall be bound by the proposals for the election in accordance with the method described below. Proposals for the election of members of the Supervisory Board and the declarations in accordance with Section 87 (2) AktG for each person proposed have to be made available on the website of the Company no later than August 28, 2024 otherwise the person must not be included in the election. This also applies to candidates proposed by shareholders in accordance with Section 110 AktG which have to be received by the Company in writing no later than August 26, 2024.

10. Resolution on the authorization of the Executive Board

- a) to purchase own shares in accordance with Section 65 para 1 no. 8 as well as para 1a and para 1b AktG both via the stock exchange and over-the-counter of up to 10% of the share capital, also by excluding the shareholders' pro rata disposal rights,**
- b) in accordance with Section 65 para 1b AktG to resolve on the sale or appropriation of own shares in a different way than via the stock exchange or via a public offer and to exclude the shareholders' pro rata subscription rights (exclusion of subscription rights),**
- c) to decrease the share capital of the Company by a redemption of own shares without any further resolution by the Shareholders' Meeting.**

The Executive Board and the Supervisory Board propose the following resolutions under agenda item 10:

- a) Pursuant to Section 65 para 1 No. 8 as well as para 1a and 1b AktG, the Executive Board shall be authorized to purchase both via the stock exchange and over the

counter own bearer shares of the Company of up to 10% of the share capital of the Company for a validity period of 30 months from September 4, 2024, thus until March 4, 2027, whereby the minimum consideration may not be more than 25% below and the maximum consideration may not be more than 25% above the weighted average closing price on the Vienna Stock Exchange of the last 20 (twenty) trading days preceding the start of the buyback program. Trade in own shares is excluded as a purpose of purchase. The said authorization may be exercised wholly or in part or also by way of several part amounts, with the option to make repeated use of the 10% limit, and in pursuit of one or several purposes by the Company, by a subsidiary (Section 189a para 7 of the Austrian Business Enterprise Code (“Unternehmensgesetzbuch” or “UGB”)) or for the account of the Company by third parties.

The Executive Board shall be authorized to resolve the purchase of own shares via the stock exchange and has to inform the Supervisory Board on the resolution afterwards. The purchase over the counter shall be subject to the Supervisory Board’s prior approval. A purchase of shares over the counter may be performed excluding the shareholders’ pro rata disposal rights.

- b) For a period of five years with effect from September 4, 2024, the Executive Board shall be authorized pursuant to Section 65 para 1b AktG, with the approval of the Supervisory Board, to resolve on the sale or appropriation of own shares in a different way than via the stock exchange or via a public offer, and exclude the shareholders’ pro rata subscription rights (exclusion of subscription rights), and to stipulate the conditions of sale. Authorization may be exercised wholly or in part or by way of several part amounts and in pursuit of one or several purposes by the Company or by a subsidiary (Section 189a para 7 UGB) or for the account of the Company by third parties.
- c) The Executive Board is authorized, with the approval of the Supervisory Board, to decrease the share capital of the Company by a redemption of own shares according to Section 65 para 1 no. 8 last sentence in conjunction with Section 122 AktG without any further resolution by the Shareholders’ Meeting. The Supervisory Board is authorized to resolve upon the amendments of the Articles of Association as a consequence of the redemption of shares.

Reference is made to the Executive Board Report in accordance with Section 65 para 1b in conjunction with Sections 153 para 4 sentence 2 and 170 para 2 AktG on this agenda item.

Vienna, July 16, 2024

For the Supervisory Board

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Dr. Franz Semmernegg
Chairman of the Supervisory Board

Executive Board

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Mag. Georg Kapsch
Chairman

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Alfredo Escribá Gallego, MSc, MBA