

I. Proxy

for the Annual General Meeting of Kapsch TrafficCom AG,
September 9, 2020, at 10:00 a.m.(CEST), Am Europlatz 2, 1120 Vienna, Austria

IMPORTANT NOTICE:

This proxy does not entitle you to participate in the Annual General Meeting in person.

Please contact your custodian bank and make sure that your shares have been properly registered for participation in the Annual General Meeting by custody account confirmation (record date: August 30, 2020).

Close of registration: September 4, 2020, 12:00 a.m. [midnight], CEST (receipt of a deposit confirmations)

By granting proxy, I confirm that I have read the information published on the website of the company or in the Invitation to the Annual General Meeting. I expressly give my consent to process personal data (name, address, date of birth, custody account number, number of shares, class of shares if applicable, number of the voting card and e-mail address), in order to enable the exercising of shareholder rights within the context of the Annual General Meeting.

Grantor (shareholder)

First name, last name / company name

Street, postal code, place of residence Date of birth / register number

Deposit number Credit institution

E-mail address (The granting of the proxy confirms that only the grantor has access to this e-mail account.)

If you are not granting this proxy as a shareholder, but as the representative of a shareholder, please attach proof of your power of representation (power of attorney granted by the shareholder, appointment decree issued by the court, etc.).

Granting of the proxy

I/we authorize the following independent proxy to

- exercise my/our voting rights
- and to exercise my/our rights to make motions and raise objections

with the right to grant sub-proxies and with exemption from the restrictions on multiple representations.

Voting rights and the right to propose resolutions and raise objections shall only be exercised in accordance with instructions. If there is no instruction regarding a proposed resolution, the proxy shall abstain from voting.

If a check is placed before more than one proxy holder, the proxy shall be deemed to have been granted to the first person checked off:

- Dr. Michael Knap, c/o Interessenverband für Anleger, IVA
Feldmühlgasse 22, 1130 Vienna, Austria
E-mail address knap.kapsch@hauptversammlung.at
- 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

- **Mag. Ewald Oberhammer, Attorney at Law, c/o Oberhammer Rechtsanwälte GmbH**
Karlsplatz 3/1, 1010 Vienna, Austria
E-mail address oberhammer.kapsch@hauptversammlung.at
- **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

For the following securities:

 **Kapsch TrafficCom shares (ISIN AT000KAPSCH9)**

Number (If the number is not provided, the number given in the custody account confirmation shall be covered by the proxy.)

Restrictions on the proxy:

II. Instructions

for the Annual General Meeting of Kapsch TrafficCom AG,
September 9, 2020, 10:00 a.m. (CEST), Am Europlatz 2, 1120 Vienna, Austria

Voting instructions for the proposed resolutions under the agenda items

The proxy is instructed to exercise my (our) voting rights for the resolutions proposed by the administration (Executive Board and Supervisory Board), which are available on the Company's website, as follows:

(Please place an x in the box <input checked="" type="checkbox"/> . Do not use a red pencil.)		FOR	AGAINST	ABSTAIN
Resolutions proposed by the administration				
2.	Allocation of the balance sheet profit	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Discharge of liability of the members of the Executive Board for the business year 2019/2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Discharge of liability of the members of the Supervisory Board for the business year 2019/2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Election of the independent auditor for the Annual Financial Statements and the Consolidated Financial Statements for the business year 2020/21	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Remuneration Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Amendment of the Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If a separate vote is taken for a resolution proposal on individual items, instructions issued concerning this proposal shall apply accordingly for each individual voting process.

The voting proxy holder will abstain from the vote on proposals on which the instructions are unclear (e.g. FOR and AGAINST the same proposal).

If additional or amended instructions are issued after submittal of this form, the instructions issued here shall prevail if they are not amended or revoked.

Please turn the page!

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Other instructions (e.g. for resolutions and objections):

Date

Signature/Company signature

Signature of all joint shareholders (where applicable)

Please send this completely filled-out form by 4 p.m. CEST on September 7, 2020 (time received by the Company)

- by **mail** to Kapsch TrafficCom AG, c/o HV-Veranstaltungsservice GmbH, Köppel 60, 8242 St. Lorenzen am Wechsel, Austria
- per **fax** to +43 (0) 1 8900 500-68
- by **e-mail** to the proxy holders selected by you at the designated e-mail address (as a scanned attachment; TIF, PDF, etc.)

Additional information is available on the company's website: www.kapsch.net/ktc/ir or www.kapsch.net/ktc/ir/Shareholders-Meeting