EQS-News: Kapsch TrafficCom AG / Announcement of the Convening of the General Meeting
Kapsch TrafficCom AG: Invitation to the Annual General Meeting
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Announcement of the Convening of the General Meeting, transmitted by EQS News - a service of EQS Group.
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Kapsch TrafficCom AG

Vienna

FN 223805 a

ISIN AT000KAPSCH9

**Invitation to the Annual General Meeting of**

**Kapsch TrafficCom AG**

**(“KTC AG”** or **“Company“)**

on Wednesday, September 9, 2026 at 10:00 a.m. (CEST)

at the conference center in Haus twelve,
Wienerbergstraße 11, Entrance South, Hertha-Firnberg-Straße | Corner Maria-Kuhn-Gasse, 1100 Vienna**,** 1st Floor, Room 8+9+10

## I. TO BE HELD AS A MEETING WITH PHYSICAL ATTENDANCE OF THE SHAREHOLDERS

The Annual General Meeting of KTC AG will be convened as a meeting with physical attendance of the shareholders.

Directions to the conference center in Haus twelve can be found in the attendance information, which will be published on the Company's website in good time before the Annual General Meeting.

In order to ensure a smooth admission process, shareholders and other participants are asked to arrive in good time before the start of the Annual General Meeting.

In addition, the Company reserves the right to require participants to present a valid official photo ID upon registration. If these requirements are not met, admission may be refused.

If you are attending the Annual General Meeting as a proxy, please also bring the power of attorney made out in your name. If the original power of attorney has already been sent to the Company, you can expedite the registration procedure by bringing a copy of the power of attorney.

The admission of participants for the collection of their voting cards starts at 09:30 a.m. (CEST).

## II. AGENDA

1. Presentation of the annual financial statements including the management report, the consolidated financial statements including the consolidated management report (incl. consolidated non-financial statement), the consolidated corporate-governance-report and the report of the Supervisory Board for the financial year 2025/26
2. Resolution on the allocation of the balance sheet profit (omitted in the absence of a distributable balance sheet profit)
3. Resolution on the formal approval of the actions of the members of the Executive Board for the financial year 2025/26
4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2025/26
5. Resolution on the appointment of the auditor and the group auditor as well as the auditor of the consolidated sustainability reporting for the financial year 2026/27
6. Resolution on the remuneration report
7. Election to the Supervisory Board
8. Resolution on the remuneration of the members of the Supervisory Board
9. Resolution on the creation of new authorized capital, including the option to issue new shares against contribution in kind, the exclusion of subscription rights and the amendment of § 5 of the Articles of Association (Share Capital and Shares)

## III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING

In accordance with Section 108 (3) and (4) AktG (*Austrian Stock Corporation Act*), in particular the following documents will be available on the Company's website no later than August 19, 2026:

- annual financial statements and management report,
- consolidated financial statements and consolidated management report (incl. consolidated non-financial statement),
- consolidated corporate-governance-report,
- report of the Supervisory Board,

each for the financial year 2025/26;

- proposed resolutions of the Executive Board and the Supervisory Board for agenda items 2 to 9,
- remuneration report,
- statement pursuant to Section 87 (2) AktG incl. CV of the nominee for the election to the Supervisory Board according to agenda item 7,
- Executive Board Report according to Section 170 (2) in conjunction with Section 153 (4) AktG on agenda item 9,
- forms for granting a power of attorney,
- forms for revoking a power of attorney,
- full text of this invitation.

## IV. RECORD DATE AND PREREQUISITES FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights are based on share ownership at the close of August 30, 2026 (12:00 a.m. [midnight], CEST) (the "**Record Date**").

A deposit confirmation (*Depotbestätigung*) in accordance with Section 10a AktG has to be submitted to prove share ownership on the Record Date and must be received by the Company no later than September 4, 2026 (12:00 a.m. [midnight], CEST) exclusively through one of the following communication channels and addresses:

(i) Transmission of the deposit confirmation in text form (which satisfies Section 12 (3) of the Company's Articles of Association):

by e-mail anmeldung.kapsch@hauptversammlung.at

(please send the deposit confirmation in PDF-format)

by fax +43 (0)1 8900 500 50

(ii) Transmission of the deposit confirmation in written form:

by mail or courier: Kapsch TrafficCom AG

c/o HV-Veranstaltungsservice GmbH

Köppel 60, 8242 St. Lorenzen am Wechsel, Austria

by SWIFT ISO 15022: CPTGDE5WXXX

(message type MT598 or MT599

and ISIN AT000KAPSCH9 must be cited in the text)

by SWIFT ISO 20022: ou=xxx,o=cptgde5w,o=swift

seev.003.001.10 or seev.004.001.10 (ggf. seev.004.001.11)

Additional information is available on

www.kapsch.net/en/ir/annual-general-meeting

The shareholders are asked to contact their custodian bank and order the timely issuance and transmission of a deposit confirmation.

### Deposit confirmation under Section 10a AktG

The deposit confirmation must be issued by a custodian bank, which has its registered office in a Member State of the European Economic Area or in a full member state of the OECD or by a custodian investment firm, which has its registered office in a Member State of the European Economic Area and must contain the following information (Section 10a (2) AktG):

- about the issuer: name (company name) and address or a code commonly used in transactions between credit institutions (SWIFT code),
- about the shareholder: name (company name) and address, additionally date of birth for individuals or register and number (if any) for legal entities in their country of origin,
- deposit account number or other identifier,
- number of shares held by the shareholder, ISIN AT0000KAPSCH9,
- point of time or time period to which the deposit confirmation relates.

The deposit confirmation, utilized as proof of share ownership for the purpose of participation in the Annual General Meeting, must relate to the close of the Record Date (August 30, 2026, 12:00 a.m. [midnight], CEST). A deposit confirmation will be accepted in German or English language and must not be older than seven days at the time of receipt of the Company.

The Record Date has no effect on the saleability of the shares and has no significance for dividend entitlement.

## V. REPRESENTATION BY PROXY

Each shareholder who is entitled to participate in the Annual General Meeting and has provided evidence on that to the Company in accordance with the regulations in this invitation, has the right to appoint a proxy who participates in the Annual General Meeting to represent such shareholder. The proxy attends the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder they represent.

The power of attorney must be granted to a specific person (either an individual or a legal entity) in text form (Section 13 (2) AktG); also several persons may be authorized.

At the latest by September 7, 2026 at 4 p.m. (CEST), the power of attorney must be received by the Company exclusively at one of the following addresses, unless it will be handed over on the day of the Annual General Meeting at the registration:

by mail or courier HV-Veranstaltungsservice GmbH

Köppel 60, 8242 St. Lorenzen am Wechsel, Austria

via fax +43 (0)1 8900 500 50

via e-mail anmeldung.kapsch@hauptversammlung.at

(power of attorney has to be attached in text form to e-mail, e.g. in PDF-format)

A power of attorney form and a form for the revocation of the power of attorney can be found on the Company’s website.

The above provisions for the granting of a power of attorney apply mutatis mutandis to the revocation of a power of attorney.

In case a shareholder granted a power of attorney to their custodian bank, it is sufficient if such bank declares that it has power of attorney and provides a deposit confirmation. For the transmission of this declaration Section 10a (3) AktG applies mutatis mutandis.

As a special service, a representative of the IVA - Interessenverband für Anleger (Austrian Shareholder Association), Feldmühlgasse 22, 1130 Vienna, Austria is available to shareholders as an independent representative who is bound by the shareholders’ instructions for exercising voting rights at the Annual General Meeting. A special form for such power of attorney may be downloaded from the Company’s website. Shareholders may also contact Mr. Michael Knap of IVA – Interessenverband für Anleger directly by calling +43 (0)1 8763 343 30, by fax at +43 (0)1 8763 343 39 or by e-mail knap.kapsch@hauptversammlung.at.

## VI. INFORMATION ON SHAREHOLDER RIGHTS UNDER SECTIONS 109, 110, 118 AND 119 AKTG

### 1. Amendments to the agenda by shareholders pursuant to Section 109 AktG

Shareholders who individually or collectively hold 5 % of the share capital and who have held the shares for at least three months before filing the request can make a written request to include and publish additional items on the agenda of this Annual General Meeting. This written request via regular mail or courier must be received by the Company exclusively at the address Kapsch TrafficCom AG, attn. Ms. Doris Gstatter, Investor Relations, Am Europlatz 2, 1120 Vienna, Austria, no later than August 19, 2026 (12:00 a.m. [midnight], CEST). A proposed resolution and an explanatory statement shall be attached to every so requested agenda item. The agenda item and the proposed resolution, but not the explanatory

statement, have to be drafted also in German language.

Shareholder status must be evidenced by submitting a deposit confirmation in accordance with Section 10a AktG, which confirms that the requesting shareholder or the requesting shareholders has or have held the shares for at least three months prior to filing the request. The deposit confirmation must not be older than seven days at the time it is presented to the Company. Multiple deposit confirmations for shares that only make up a 5 % equity holding when aggregated have to relate to the same point in time (date, time of day).

Regarding other requirements for the deposit confirmation reference is made to the information on the prerequisites for the participation in the Annual General Meeting (Section IV.).

**2. Shareholders' proposals for resolutions on the agenda pursuant to Section 110 AktG**

Shareholders who individually or collectively hold 1 % of the share capital can send proposals for resolutions (with explanatory statements) regarding any item on the agenda in text form according to Section 13 (2) AktG and request that these proposals be made available on the Company`s website registered in the Commercial Register, together with the names of the respective shareholders, the explanatory statement and any comments by the Executive Board or the Supervisory Board. Such request has to be in text form and received by the Company no later than August 31, 2026 (12:00 a.m. [midnight], CEST) either via fax at +43 (0)50 811 2709 or via regular mail / courier to Kapsch TrafficCom AG, attn. Ms. Doris Gstatter, Investor Relations, Am Europlatz 2, 1120 Vienna, Austria or via e-mail to ir.kapschtraffic@kapsch.net whereas the request in text form (according to Section 13 (2) AktG) has to be attached to the e-mail, for example as a PDF. To the extent that text form within the meaning of Section 13 (2) AktG is required for declarations, the declaration must be made in a document or in any other manner suitable for permanent reproduction in characters, the declarant has to be identified and the conclusion of the declaration must be made evident by reproducing the declarant’s signature or otherwise. The proposed resolution, but not the explanatory statement, must be drafted also in German language.

Shareholder status must be evidenced by a deposit confirmation in accordance with Section 10a AktG, which must not be older than seven days at the time it is presented to the Company. Multiple deposit confirmations for shares that only make up a 1 % equity holding when aggregated have to relate to the same point in time (date, time of day).

Regarding other requirements for the deposit confirmation reference is made to the information on the prerequisites for the participation in the Annual General Meeting (Section IV.).

In the case of a nomination of a candidate for election to the Supervisory Board, instead of an explanatory statement, a statement by the candidate in accordance with Section 87 (2) AktG has to be submitted.

So far, the Supervisory Board has consisted of three male and three female members. The required minimum gender quota of at least two female and two male members each pursuant to Section 86 (6a) AktG is therefore met.

The minimum gender quota will also continue to be met in the event of the election of an additional member to the Supervisory Board (i.e. at least three female and three male members).

No objection pursuant to Section 86 (9) AktG has been raised.

**3. Shareholders` right to information pursuant to Section 118 AktG**

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 obligation to provide information also extends to the Company’s legal relationships with affiliated companies, to the position of the group and the companies included in the consolidated financial statements.

Providing information may be refused if the Company’s reasonable business judgment suggests that the information is likely to have a material adverse effect on the Company or an affiliated company or its disclosure would be subject to criminal sanctions.

To ensure that the Annual General Meeting can be conducted in an efficient manner, please send any questions requiring substantial preparation for them to be answered to Ms. Doris Gstatter (address mentioned above) duly in advance of the Annual General Meeting in writing. Questions can be sent to the Company by e-mail to ir.kapschtraffic@kapsch.net or by telefax at +43 (0)50 811 2709.

**4. Shareholders` motions at the Annual General Meeting pursuant to Section 119 AktG**

Every shareholder is entitled to file a motion on any item of the agenda at the Annual General Meeting. No resolution may be adopted on a subject matter that has not been properly published as an agenda item.

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 AktG. Candidates for election to the Supervisory Board (agenda item 7) 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 31, 2026 (12:00 a.m. [midnight], CEST). Each candidate nomination shall be accompanied by a statement pursuant to Section 87 (2) AktG of the proposed candidate about their professional qualifications, professional or comparable positions held, and all circumstances which could give rise to a suspicion of bias. Failing with the aforementioned, the shareholder's motion to nominate a candidate for election to the Supervisory Board cannot be considered in the voting.

Additional information on the rights of the shareholders in accordance with Sections 109, 110, 118 and 119 AktG are available on the Company's website www.kapsch.net/en/ir or www.kapsch.net/en/ir/annual-general-meeting.

## VII. ADDITIONAL INFORMATION AND NOTICES

1. **Total number of shares and voting rights**

At the time of the invitation to the Annual General Meeting the share capital of the Company amounts to EUR 14,300,000.00 and is divided into 14,300,000 no-par bearer shares. Each share grants one vote. The total number of shares entitled to participate in and vote at the Annual General Meeting, therefore, amounts to 14,300,000 shares at the date of the invitation to the Annual General Meeting. At the time of the invitation to the Annual General Meeting the Company holds neither directly nor indirectly own shares.

2. **Information on data processing for shareholders**

Personal data of the shareholders and proxy are processed to comply with legal requirements in connection with the participation in the Annual General Meeting. Information on the processing of personal data of participants of the Annual General Meeting is available on the Company's website www.kapsch.net/en/ir or www.kapsch.net/en/ir/annual-general-meeting.

3. **Reference to persons**

When referring to persons, for readability reasons, only the masculine form is used. However, this always refers to persons of all gender categories.

Vienna, August 2026 The Executive Board

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Company: Kapsch TrafficCom AG
Am Europlatz 2
1120 Vienna
Austria
Phone: +43 50811 1122
Fax: +43 50811 99 1122
E-mail: ir.kapschtraffic@kapsch.net
Internet: www.kapschtraffic.com
ISIN: AT000KAPSCH9
WKN: A0MUZU
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