

EANS-General Meeting: Rosenbauer International AG / Resolutions of the General Meeting

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Publication of the resolution of Agenda Item 8 of the 22nd Annual General Meeting of the Rosenbauer International AG on May 23, 2014 to authorize the Executive Board

a) to buy back the Company's shares pursuant to § 65 Sect. 1 Clauses 4 and 8 and Sect. 1a and Sect. 1b of AktG (the Austrian Stock Corporation Act), both on the stockmarket and over-the-counter, to a maximum extent of 10% of the nominal share capital;

b) pursuant to § 65 Sect. 1b of AktG, to decide another mode of disposal for selling or utilizing the Company's own shares, i.e. other than by way of the stockmarket or a public offering, while applying - "mutatis mutandis" - the rules on the exclusion of shareholders' subscription rights;

c) to decrease the nominal share capital by redeeming these own shares with no further resolution of the General Meeting;

all the above rescinding the authorization most recently granted to the Executive Board by resolution of the General Meeting on May 25, 2012 as per item 7 of the said Meeting's agenda.

The 22nd Annual General Meeting of the Rosenbauer International AG on May 23, 2014 has resolved that: Pursuant to § 65 Sect. 1 Clauses 4 and 8 and Sect. 1a and 1b of AktG (the Austrian Stock Corporation Act), the Executive Board is to be authorized to acquire - both on the stock exchange and over-the-counter - bearer non-par-value shares of the Company amounting to a maximum of 10% of the Company's nominal share capital during a 30-month validity period from May 23, 2014. The lowest counter-value may not be more than 20% below the average stockmarket closing price of the last 3 trading days preceding the acquisition of the shares, and the highest counter-value may not be more than 10% above this average closing price. Trading in the Company's own shares is not admissible as a purpose of such acquisition. The authorization may be exercised in whole or in part, or in several partial amounts and in the pursuit of one or more objectives, by the Company, by a subsidiary (§ 228 Sect. 3 of UGB (Austrian Company Code) or by third parties for the Company's account. The Executive Board of Rosenbauer International AG may decide to acquire the shares on the stock exchange, although the Supervisory Board must subsequently be advised of this decision. Over-the-counter acquisition is subject to the prior approval of the Supervisory Board. For a five-year period from May 23, 2014, the Executive Board is authorized pursuant to § 65 Sect. 1b AktG to decide - with the approval of the Supervisory Board - another mode of disposal for selling or utilizing the Company's own shares, i.e. other than by way of the stockmarket or a public offering, while applying - "mutatis mutandis" - the rules on the exclusion of shareholders' subscription rights, and to lay down the conditions of sale. The authorization may be exercised in whole or in part, or in several partial amounts and in the pursuit of one or more objectives, by the Company, by a subsidiary (§ 228 Sect. 3 of UGB (Austrian Company Code) or by third parties for the Company's account, especially (i) for the purposes of implementing an employee share scheme, including for members of the Executive Board and for senior managers, or a stock-option plan for employees, including for members of the Executive Board and for senior managers of the Company or of its affiliates, or (ii) as valuable consideration in connection with the acquisition of enterprises, business operations, operating units or stakes in one or more companies either in or outside Austria. The Executive Board is further authorized to decrease the nominal share capital where necessary, by redeeming these own shares with no further resolution of the General Meeting but with the approval of the Supervisory Board, pursuant to § 65 Sect. 1 Clause 8 (last sentence) in conjunction with § 122 of AktG (Austrian Stock Corporation Act). The Supervisory Board is authorized to adopt amendments to the Articles of Association which may be necessitated by the redemption of shares. All the above shall imply rescinding the authorization most recently granted to the Executive Board by resolution of the General Meeting on May 25, 2012 as per item 7 of the said Meeting's agenda.

Further inquiry note:

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