

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

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Announcement of the resolution of the 24th Annual General Meeting on the authorization of the Executive Board (Top 7)

a) to acquire treasury shares in accordance with Section 65 (1) item 4 and item 8 and (1a) and (1b) AktG either on or off the stock exchange up to 10% of the share capital while also disapplying the pro rata right of sale, as permitted in such an acquisition (reverse disapplication of shareholders' pre-emptive subscription rights),
b) to resolve, in accordance with Section 65 (1b) AktG, to sell or use treasury shares by a method of sale other than via the stock exchange or by way of a public offer by analogy with the regulations on the disapplication of shareholders' pre-emptive subscription rights,
c) to reduce the share capital by withdrawing these treasury shares without a further resolution of the Annual General Meeting,
thus suspending the most recent authorization of the Executive Board as per the Annual General Meeting resolution of May 23, 2014 with respect to item 8 of the agenda.

At the 24th Annual General Meeting of Rosenbauer International AG as of May 20, 2016 it was resolved: In accordance with Section 65 (1) items 4 and 8 as well as (1a) and (1b) AktG, the Executive Board is authorized to acquire no-par value bearer shares in the company up to 10% of the share capital of the company for a period of 30 months from May 20, 2016; these shares can be bought either on or off the stock exchange, though the lowest consideration paid cannot be more than 20% less and the highest consideration paid cannot be more than 10% more than the average closing market price on the last 3 exchange days before the acquisition of the shares. Trading in treasury shares is precluded as the purpose of the acquisition. The authorization may be exercised in full or in part or in several installments and in the pursuit of one or more purposes by the company, by a subsidiary (Section 228 (3) of the Austrian Commercial Code (UGB)), or by third parties acting for the account of the company. The Executive Board of Rosenbauer International AG may resolve to acquire the shares on the stock exchange, but the Supervisory Board must subsequently be notified of this resolution. An acquisition off the stock exchange requires the prior approval of the Supervisory Board. An acquisition off the stock exchange may also be carried out while disapplying the pro rata right of sale (reverse disapplication of shareholders' pre-emptive subscription rights). For a period of five years from May 20, 2016, the Executive Board is authorized in accordance with Section 65 (1b) AktG, with the approval of the Supervisory Board, to resolve to sell or use treasury shares by a method of sale other than via the stock exchange or by way of a public offer by analogy with the regulations on the disapplication of shareholders' pre-emptive subscription rights, and to determine the conditions of sale. The authorization may be exercised in full or in part or in several installments and in the pursuit of one or more purposes by the company, by a subsidiary (Section 228 (3) UGB), or by third parties acting for the account of the company, in particular (i) for the purpose of implementing an employee participation program, including for members of the Executive Board and executive employees, or a share option scheme for employees, including members of the Executive Board and executive employees of either the company or of companies affiliated with it, or (ii) as consideration for the acquisition of companies, businesses, business divisions or shares in one or more domestic or foreign companies. The Executive Board is also authorized, with the approval of the Supervisory Board, to reduce the share capital if necessary by withdrawing these treasury shares without a further resolution of the Annual General Meeting in accordance with Section 65 (1) item 8 last sentence in conjunction with Section 122 AktG. The Supervisory Board is authorized to resolve amendments to the Articles of Association arising from the withdrawal of shares. All of this suspends the most recent authorization of the Executive Board as per the Annual General Meeting resolution of May 23, 2014 with respect to item 8 of the agenda.
Leonding, May 2016
The Executive Board

Further inquiry note:

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