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## **EANS-General Meeting: Rosenbauer International AG / Invitation to the General Meeting according to art. 107 para. 3 Companies Act**

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18.04.2018

Rosenbauer International AG  
Leonding, FN 78543 f  
ISIN AT0000922554  
Convening of the ordinary Annual General Meeting

We hereby invite our shareholders to the 26th Annual General Meeting of Rosenbauer International AG on Friday, May 18, 2018 at 10:00 a.m., at OÖNachrichten Forum, Promenaden Galerien, Promenade 23, 4020 Linz, Austria.

### **I. AGENDA**

1. Submission of the annual financial statements with the management report, the proposal for the appropriation of profits, the corporate governance report, the consolidated financial statements with the Group management report and the report of the Supervisory Board for the 2017 financial year
2. Resolution for the appropriation of profits
3. Resolution for official approval of the actions of the members of the Executive Board for the 2017 financial year
4. Resolution for official approval of the actions of the members of the Supervisory Board for the 2017 financial year
5. Selection of the auditor and Group auditor for the 2018 financial year
6. Election of a member to the Supervisory Board

### **II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; INFORMATION PROVIDED ON WEBSITE**

In particular, the following documents will be available on the company's website at [www.rosenbauer.com](http://www.rosenbauer.com) no later than April 27, 2018:

- \* Annual financial statements with the management report,
- \* Corporate governance report,
- \* Consolidated financial statements with the Group management report,
- \* Proposal for the appropriation of profits,
- \* Separate non-financial report,
- \* Report of the Supervisory Board,  
for the 2017 financial year;
- \* Resolution proposals for agenda items 2 through 6,
- \* Candidate statement for election to the Supervisory Board regarding agenda item 6 pursuant to § 87 (2) AktG (Austrian Stock Corporation Act), incl. resume,
- \* Forms for issuing proxies,
- \* Forms for revoking proxies,
- \* Complete text of this convocation.

### **III. REFERENCE DATE AND PREREQUISITES FOR ATTENDANCE AT THE ANNUAL GENERAL MEETING**

Eligibility to attend the Annual General Meeting and exercise voting and other shareholder rights to be asserted at the Annual General Meeting is based on shareholding at the end of May 8, 2018 (reference date).

Only those who are shareholders on this reference date and can provide proof of this to the company are eligible to attend the Annual General Meeting.

For proof of shareholding on the reference date, a deposit certificate pursuant to § 10a AktG must be received by the company no later than May 15, 2018 (12:00

midnight), exclusively by one of the following communication channels and addresses:

(i) for delivery of the deposit certificate in text form, which is permitted under § 17 (3) of the Articles of Association

By fax: + 43 (0) 1 8900 500 49

By e-mail: anmeldung.rosenbauer@hauptversammlung.at  
(Deposit certificates as a PDF)

(ii) for delivery of the deposit certificate in written form

By mail or courier:

Rosenbauer International AG

Investor Relations

Attn. Tiemon Kiesenhofer

Paschinger Strasse 90

4060 Leonding, Austria

By SWIFT: GIBAATWGGMS

(Message Type MT598 or MT599, absolutely necessary to specify ISIN AT0000922554 in text)

Shareholders are asked to contact their custodian bank and arrange for the issuance and delivery of a deposit certificate.

The reference date has no impact on the saleability of the shares and is not relevant to dividend entitlements.

#### Deposit Certificate Pursuant to § 10a AktG

The deposit certificate must be issued by the custodian bank, which must be based in a member state of the European Economic Area or in a full member state of the OECD; it must contain the following information:

- \* Information on the issuer: company name and address or a code customarily used in transactions between banks,
- \* Information on the shareholder: name / company name and address; if shareholder is a natural person, date of birth; if shareholder is a legal entity, register and number under which the legal entity is listed in its country of origin, as necessary;
- \* Information on the shares: number of shares held by the shareholder; ISIN AT0000922554,
- \* Deposit number or other designation,
- \* Time to which the deposit certificate relates.

The deposit certificate used as proof of shareholding for the purpose of attending the Annual General Meeting must refer to the reference date of May 8, 2018 (12:00 midnight CEST, Vienna time).

The deposit certificate will be accepted in German or in English.

#### Proof of Identity

The shareholders and their proxies are asked to have valid, official photo identification ready for inspection when registering.

**IV. OPTION OF APPOINTING A REPRESENTATIVE AND PROCEDURE TO BE COMPLIED WITH**  
Each shareholder who is eligible to attend the Annual General Meeting, and has proven this to the company in accordance with the specifications in Item III of this convocation, has the right to appoint a proxy who may attend the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder he or she represents.

The proxy must be granted to a specific person (natural person or legal entity) in text form (§ 13(2) AktG); it is also possible to authorize several persons. It is possible to grant a proxy both before and during the Annual General Meeting.

We offer the following channels and addresses for the delivery of proxies:

By mail or courier:  
Rosenbauer International AG  
Investor Relations  
Attn. Tiemon Kiesenhofer  
Paschinger Strasse 90  
4060 Leonding, Austria  
By fax: + 43 (0) 1 8900 500 49  
By e-mail: [anmeldung.rosenbauer@hauptversammlung.at](mailto:anmeldung.rosenbauer@hauptversammlung.at)  
(Proxies can be considered in PDF format)

Proxies must be received at one of the above addresses by May 17, 2018, 4:00 p.m. at the latest, if they are not to be turned in at the entry and exit control of the Annual General Meeting on the day of the Annual General Meeting.

Proxy forms and forms for revoking the proxy are available from the company's website at [www.rosenbauer.com](http://www.rosenbauer.com). In the interest of ensuring that these are processed smoothly, we ask that you please always use the forms provided. Details on the authorization of proxies, particularly on the text form and on the content of the proxy, are set out in the proxy form provided to the shareholders.

If a shareholder has issued a proxy to his custodian bank (§ 10a AktG), it shall be sufficient for it to submit the declaration that a proxy has been granted to it in addition to the deposit certificate via the route provided for its delivery to the company.

Shareholders can personally exercise their rights in the Annual General Meeting even after issuing a proxy. Appearance in person is considered a revocation of any previously issued proxy.

The above provisions on the granting of proxies shall apply analogously for revoking proxies.

#### Independent Voting Proxy

As a special service, Claudia Zehetner is available to stockholders as an independent voting proxy bound by shareholders' instructions for exercising their voting right at the Annual General Meeting. A special proxy form is available on the company's website at [www.rosenbauer.com](http://www.rosenbauer.com) to authorize Claudia Zehetner. This special proxy form must be submitted to the company only to one of the addresses above (fax, e-mail, or mail) for sending proxies. Claudia Zehetner can also be directly contacted by telephone at +43 (732) 6794-3939 or by e-mail at [claudia.zehetner@rosenbauer.com](mailto:claudia.zehetner@rosenbauer.com).

The shareholder must issue Claudia Zehetner instructions about how the proxy (or, if necessary, a sub-representative authorized by Claudia Zehetner) must exercise the right to vote. Claudia Zehetner will exercise the right to vote only based on the instructions that the shareholder issues. The proxy is invalid without explicit instructions. Please note that the voting proxy does not accept any instructions for requests to speak, raising objections to resolutions of the Annual General Meeting, for asking questions or for motions.

#### Guests

The Annual General Meeting is the primary body of a stock corporation, since it is the forum for the owners of the company - the shareholders. For this reason, we ask for your understanding of the fact that we cannot make the Annual General Meeting into an event for guests, as much as we appreciate such interest. The participation of guests is thus only possible after prior registration. Please contact the Investor Relations Team with any inquiries (tel.: 0043 732 6794 2354, e-mail: [ir@rosenbauer.com](mailto:ir@rosenbauer.com)).

We ask for your understanding that it is generally only possible for a maximum of two persons (one shareholder and one proxy, or two proxies instead of the shareholder) to be admitted due to the historically large number of participants at our Annual General Meeting, for organizational reasons in connection with the preparation of the buffet per deposit certificate.

## V. INFORMATION ON SHAREHOLDER RIGHTS UNDER §§ 109, 110, 118 AND 119 AKTG

### 1. Additions to the Agenda by Shareholders Under § 109 AktG

Shareholders whose combined shares total 5% of the share capital and who have held these shares for at least three months prior to filing the motion can submit a written request for items to be added to the agenda of this Annual General Meeting and announced, provided that such written request is received in written form by the company via mail or courier no later than April 27, 2018 (12:00 midnight), at the following address only: Tiemon Kiesenhofer, Investor Relations Department, Paschinger Strasse 90, 4060 Leonding, Austria. Each agenda item thus requested must be accompanied by a proposed resolution and a statement of grounds. Proof of share ownership must be presented in the form of a deposit certificate pursuant to § 10a AktG, which confirms that the shareholders filing the motion have held the shares for at least three months prior to filing the motion and which is no more than seven days old at the time of its presentation to the company. Please refer to the information on eligibility to attend (Item III) regarding the other requirements of the deposit certificate.

### 2. Resolutions Proposed for the Agenda by Shareholders Under § 110 AktG

Shareholders whose combined shares total 1% of the share capital may submit written proposals for resolutions plus grounds for each item on the agenda of this Annual General Meeting and request that such proposals be made available on the company's website listed in the company register along with the names of the shareholders concerned, the accompanying statement of grounds and any opinion of the Executive Board or the Supervisory Board, provided this request is received by the company in text form by May 8, 2018 (12:00 midnight) at the latest, either by fax to +43 (0)732 6794 - 89 or to Tiemon Kiesenhofer, Investor Relations Department, Paschinger Strasse 90, 4060 Leonding, Austria, or by e-mail to [ir@rosenbauer.com](mailto:ir@rosenbauer.com), whereby the request in text form must be attached to the e-mail, e.g. as a PDF.

In the case of a nomination for the election of a Supervisory Board member, the statement of the nominated person pursuant to § 87 (2) AktG must be submitted instead of the statement of grounds.

Proof of share ownership must be presented in the form of a deposit certificate pursuant to § 10a AktG, which is no more than seven days old at the time of its presentation to the company. Please refer to the information on eligibility to attend (Item III) regarding the other requirements of the deposit certificate.

### 3. Shareholders' Right to Information Under § 118 AktG

At the Annual General Meeting, each shareholder is entitled to receive, upon request, information on company matters to the extent that it is required for proper assessment of an agenda item. The obligation to provide information also extends to the legal relationships of the company to an affiliated company, as well as to the position of the Group and of the companies included in the consolidated financial statements.

Such information may be refused if, according to sound business judgment, it has the potential to cause a considerable disadvantage to the company or an affiliated company or if its disclosure would cause liability to prosecution.

The Chairman of the Annual General Meeting can appropriately restrict the shareholders' rights to speak and ask questions in terms of time pursuant to § 19 (2) of the Articles of Association. He can order general and individual restrictions on speaking and questioning times, particularly at the beginning of, but also during, the Annual General Meeting.

Requests for information at the Annual General Meeting are generally to be made verbally, but are also acceptable in writing.

Questions for which answers require longer preparation may be submitted in writing to the Executive Board in good time prior to the Annual General Meeting in order to ensure that the meeting runs efficiently. Questions may be submitted to the company by fax to +43 (0)732 6794 - 89 or by e-mail to [ir@rosenbauer.com](mailto:ir@rosenbauer.com).

4. Motions by Shareholders at the Annual General Meeting Under § 119 AktG  
Each shareholder - irrespective of the size of their shareholding - is entitled to file motions on each item of the agenda at the Annual General Meeting. If multiple motions are submitted for one item on the agenda, the Chairman shall specify the sequence of voting pursuant to § 119 (3) AktG. However, the prompt submission of a proposed resolution pursuant to § 110 AktG is a mandatory requirement in the case of a shareholder nomination for the election of a Supervisory Board member: persons may only be nominated for election to the Supervisory Board (agenda item 6) by shareholders who together hold at least 1% of the share capital. Such nominations must be received by the company in the manner described above (Item V (2) by May 8, 2018, at the latest. Each nomination must be accompanied by a statement from the nominated person pursuant to § 87 (2) AktG regarding their professional qualifications, their professional or comparable positions and any circumstances that could give rise to concerns regarding impartiality. Otherwise, the shareholder nomination for the election of a Supervisory Board member may not be taken into consideration in the vote.

#### 5. Information on the Website

More detailed information on these shareholder rights under §§ 109, 110, 118 and 119 AktG is available on the company's website at [www.rosenbauer.com](http://www.rosenbauer.com).

#### VI. FURTHER INFORMATION AND NOTES

##### Total Number of Shares and Voting Rights

At the time of convening the Annual General Meeting, the share capital of the company amounts to EUR 13,600,000 and is divided into 6,800,000 no-par value shares. Each share confers one vote. The total number of voting rights as of the time of convening the Annual General Meeting thus amounts to 6,800,000 voting rights. At the time of convening the Annual General Meeting, the company does not directly or indirectly hold any treasury shares.

Leonding, April 2018

The Executive Board

##### Further inquiry note:

Rosenbauer International AG

Tiemon Kiesenhofer

Tel.: 0043-732-6794-2354

E-Mail: [tiemon.kiesenhofer@rosenbauer.com](mailto:tiemon.kiesenhofer@rosenbauer.com)

end of announcement

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