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Shareholders' meeting according to article 107 section 3 AktG

Rosenbauer International AG: Convening the Ordinary Annual General Meeting

Leonding (pta006/13.04.2022/07:00) - **Rosenbauer International AG**

Leonding, FN 78543 f

ISIN AT0000922554

("the company")

Invitation to the 30th Annual General Meeting of Rosenbauer International AG

for Friday, May 13, 2022 at 10:00 a.m., Vienna time

The Annual General Meeting within the meaning of Section 106 (1) of the Aktiengesetz (AktG - Austrian Stock Corporation Act) is 4060 Leonding, Paschinger Strasse 90

I. Virtual Annual General Meeting

1. COVID-19 Company Law Act and COVID-19 Company Law Regulation

To protect the shareholders and other participants, the Executive Board has resolved to exercise the legal regulation allowing the Annual General Meeting to be held in virtual form.

Rosenbauer International AG's Annual General Meeting on May 13, 2022 will be held as a "virtual Annual General Meeting" on the basis of Section 1 (2) of the COVID-19 Company Law Act, the Austrian Federal Gazette (BGBl. I no. 16/2020 as amended in BGBl. I no. 246/2021 and the COVID-19 Company Law Regulation (BGBl. II 140/2020 as amended in BGBl. II no. 609/2021), taking into account the interests of both the company and the participants.

This means that, in accordance with the Executive Board's resolution, the shareholders and their representatives (with the exception of special voting proxies as per Section 3 (4) of the COVID-19 Company Law Act) will not be able to attend the Annual General Meeting of Rosenbauer International AG in person on May 13, 2022.

The Chairman of the Supervisory Board, his deputy, the Chairman of the Executive Board and other members of the Executive Board, the officiating notary and the four special voting proxies proposed by the company will attend the virtual Annual General Meeting in person at 4060 Leonding, Paschinger Strasse 90.

Holding the Annual General Meeting as a virtual Annual General Meeting in accordance with the COVID-19 Company Law Regulation results in changes to the course of the Annual General Meeting and to how shareholders exercise their rights.

Voting rights, the right to propose resolutions and the right to raise objections are exercised exclusively by one of the special voting proxies proposed by the company as per Section 3 (4) of the COVID-19 Company Law Regulation.

Shareholders can exercise their right to information at the virtual Annual General Meeting themselves by way of electronic communication by sending questions in text form, exclusively by e-mail to the company's e-mail address

fragen.rosenbauer@hauptversammlung.at, provided the shareholders have sent a deposit certificate within the meaning of Section 10a AktG in accordance with item IV. in good time and have granted a special voting proxy in accordance with item V.

2. Streaming the Annual General Meeting on the Internet

In accordance with Section 3 (1), (2) and (4) of the COVID-19 Company Law Regulation in connection with Section 102 (4) AktG, the Annual General Meeting will be streamed online in real time in full video and audio format.

This is permitted under data protection law with regard to the legal basis of Section 3 (1), (2) and (4) of the COVID-19 Company Law Regulation.

All company shareholders can virtually attend the Annual General Meeting on May 13, 2022 from about 10:00 a.m. Vienna time using a suitable device (e.g. computer, laptop, tablet or smartphone and an Internet connection with sufficient bandwidth to stream videos) at www.rosenbauer.com. No registration or login is required to stream the Annual General Meeting.

Streaming the company's virtual Annual General Meeting allows all shareholders to follow the Annual General Meeting in real time via an audio-video link and, in particular, to watch the presentation by the Executive Board, the fielding of shareholders' questions and the voting process.

Please note that this live stream of the virtual Annual General Meeting does not allow for remote participation (Section 102 (3) 2 AktG) or remote voting (Section 102 (3) 3 AktG and Section 126 AktG) and the online stream is not a two-way connection. Individual shareholders can therefore only watch the Annual General Meeting. This means that shareholders cannot make statements.

Please also note that the company is responsible for the use of technical communication only where this falls under its remit (Section 2 (6) of the COVID-19 Company Law Regulation).

We also refer to the information on the organizational and technical requirements for attendance in accordance with Section 3 (3) in connection with Section 2 (4) of the COVID-19 Company Law Regulation ("Information for participants").

II. AGENDA

1. Presentation of the annual financial statements including the management report, the proposal for the appropriation of profits, the corporate governance report, the consolidated financial statements including the Group management report and the Supervisory Board report for the 2021 financial year
2. Resolution on the appropriation of profits
3. Resolution on approval of the actions of the members of the Executive Board for the 2021 financial year
4. Resolution on approval of the actions of the members of the Supervisory Board for the 2021 financial year
5. Selection of the auditor and Group auditor for the 2022 financial year
6. Resolution on the remuneration report
7. Election of a member to the Supervisory Board

III. ANNUAL GENERAL MEETING DOCUMENTS; INFORMATION ON THE WEBSITE

The following documents, in particular, will be available on the company's website at www.rosenbauer.com no later than April 22, 2022 in accordance with Section 108 (3) and (4) AktG:

- Information for participants: Information on the organizational and technical requirements for attendance in accordance with Section 3 (3) in connection with Section 2 (4) of the COVID-19 Company Law Regulation
- 2021 Annual Financial Report, including the annual financial statements with the management report, proposal for the appropriation of profits,
- 2021 Annual Report, including:
 - Corporate Governance Report,
 - Consolidated financial statements with Group management report,
 - Report of the Supervisory Board,

- Remuneration Report,
- 2021 Sustainability Report,
- Proposed resolutions,
- Statement in accordance with Section 87 (2) AktG, Dr. Bernhard Matzner,
- CV Dr. Bernhard Matzner,
- Voting proxy,
- Question form,
- Revoking proxies,
- Invitation to the 30th Annual General Meeting.

IV. RECORD DATE AND REQUIREMENTS FOR ATTENDING THE ANNUAL GENERAL MEETING

Entitlement to attend the virtual Annual General Meeting and exercise voting rights and other shareholder rights to be asserted at this virtual Annual General Meeting in accordance with the COVID-19 Company Law Act and the COVID-19 Company Law Regulation is based on shareholdings at the end of May 3, 2022 (midnight, Vienna time) (record date).

Only persons who are shareholders on this record date and who provide evidence of this to the company are authorized to attend and exercise their shareholder rights at this virtual Annual General Meeting in accordance with the COVID-19 Company Law Act and the COVID-19 Company Law Regulation.

Evidence of shareholdings on the record date must be provided by submitting a deposit certificate in accordance with Section 10a AktG that the company must receive by no later than May 10, 2022 (midnight, Vienna time) using one of the means of communication and addresses below:

(i) to send the deposit certificate in text form that meets the requirements of the Articles of Association in accordance with Article 17 (3)

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

By e-mail anmeldung.rosenbauer@hauptversammlung.at

(please send deposit certificates in PDF format)

(ii) to send the deposit certificate in written form

By mail or by courier Rosenbauer International AG

c/o HV-Veranstaltungsservice GmbH

Köppel 60

8242 St. Lorenzen/Wechsel

By SWIFT GIBAATWGGMS

(Message type MT598 or MT599, always stating the ISIN AT0000922554 in the text)

Special voting proxies cannot be appointed and shareholders' right to information cannot be exercised if the company does not receive the deposit certificate on time.

The shareholders are asked to contact their custodian bank and arrange for a deposit certificate to be issued and sent out.

The record date does not affect the sale of the shares and has no impact on dividend entitlement.

Deposit certificate in accordance with Section 10a AktG

The deposit certificate must be issued by a custodian bank based in a member state of the European Economic Area or in a full member state of the OECD and must include the following information (Section 10a (2) AktG):

- Information about the issuer: Name/company name and address or a code typically used in correspondence between banks (SWIFT code),
- Information about the shareholder: Name/company name, address, date of birth if a natural person, register and register number in the case of legal entities,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000922554 (International Securities Identification Number),
- Deposit number, securities account number or other designation,
- Date or period of time to which the deposit certificate relates.

To provide evidence of shareholdings in order to attend the Annual General Meeting, the deposit certificate must relate to the end of the record date May 3, 2022 (midnight, Vienna time).

The deposit certificate is provided in German or English.

V. APPOINTMENT OF AN INDEPENDENT VOTING PROXY AND THE RE-QUIRED PROCEDURE

All shareholders who are entitled to attend the virtual Annual General Meeting in accordance with the COVID-19 Company Law Act and the COVID-19 Company Law Regulation and who have provided evidence of this to the company in accordance with the specifications under item IV. of this invitation have the right to appoint a special voting proxy.

In accordance with Section 3 (4) of the COVID-19 Company Law Regulation, the proposing of resolutions, casting of votes and raising of objections in this virtual Annual General Meeting of Rosenbauer International AG on May 13, 2022 are possible only through one of the special voting proxies. The company covers the costs of these proxies.

The following persons, who are suitable and independent from the company, are proposed as special voting proxies:

(i) Lawyer Mag. Sebastian Hütter, LL.M.

c/o Saxinger, Chalupsky & Partner Rechtsanwälte GmbH

Böhmerwaldstraße 14, 4020 Linz

E-mail: huetter.rosenbauer@hauptversammlung.at

(ii) Lawyer Dr. Christoph Nauer, LL.M.

c/o bpv Hügel Rechtsanwälte GmbH

Enzersdorferstraße 4, 2340 Mödling

E-mail: nauer.rosenbauer@hauptversammlung.at

(iii) Lawyer MMag.Dr. Christian Pindeus

c/o Oberhammer Rechtsanwälte GmbH

Dragonerstraße 67A, WDZ 10, 4600 Wels

E-mail: pindeus.rosenbauer@hauptversammlung.at

(iv) Lawyer Dr. Alexander Koch

c/o Wildmoser/Koch & Partner Rechtsanwälte GmbH

Hopfengasse 23, Stiege 1, 4020 Linz

E-mail: koch.rosenbauer@hauptversammlung.at

Each shareholder can appoint one of the four persons named above as a special voting proxy and grant this person authorization.

In accordance with Section 3 (4) of the COVID-19 Company Law Regulation, proxies cannot be granted to another person.

A special authorization form for issuing a proxy to the special voting proxies will be available on the company's website at www.rosenbauer.com by no later than April 22, 2022. Please use this authorization form.

The specifications outlined in the Information for participants must be observed for issuing proxies, the methods of communicating this and the deadlines for doing so.

The presentation of an authorization in person at the venue is expressly prohibited.

VI. INFORMATION ON SHAREHOLDER RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG

1. Additions to the agenda by shareholders in accordance with Section 109 AktG

Shareholders whose shares jointly amount to 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 published, provided that such written request is received by the company by mail or by courier by no later than April 22, 2022 (midnight, Vienna time), at the following address only: 4060 Leonding, Paschinger Strasse 90, Investor Relations, FAO Mr. Tiemon Kiesenhofer, or, if sent by e-mail, with a qualified electronic signature to ir@rosenbauer.com or by SWIFT to GIBAATWGGMS. "In writing" means signed by hand or with a company signature by all applicants or, if sent by e-mail, with a qualified electronic signature, or, if by SWIFT, using message type MT598 or type MT599, always stating the ISIN AT0000922554 in the text.

Each agenda item requested in this way must be accompanied by a proposed resolution and grounds for the proposed resolution. The agenda item and the proposed resolution, but not the grounds for the proposed resolution, must also be submitted in German. Evidence of shareholder status must be provided by way of a deposit certificate in accordance with Section 10a AktG confirming that the shareholder submitting the proposal has held the shares for at least three months prior to filing the motion. This certificate must not be more than seven days old when submitted to the company. Multiple deposit certificates that jointly amount to a shareholding of only 5% must refer to the date and time.

Please see the information on eligibility to attend (item IV of this invitation) for details about the other requirements for the deposit certificate.

2. Resolutions proposed by shareholders on the agenda in accordance with Section 110 AktG

Shareholders whose shares jointly amount to 1% of share capital can submit proposals for resolutions, including the grounds for these, on any item of the agenda in text form and request that these proposals be made available on the website of the company entered in the commercial register together with the name of the shareholders in question, the reasons and, where applicable, a statement by the Executive Board or Supervisory Board, provided that such written request is received by the company no later than May 4, 2022 (midnight, Vienna time), either by fax to +43 (0)732 6794 - 89 or to 4060 Leonding, Paschinger Strasse 90, Investor Relations, FAO Mr. Tiemon Kiesenhofer, or by e-mail to ir@rosenbauer.com, in which case the request must be sent in text form, e.g. as a PDF attached to the e-mail. If statements are required to be made in text form within the meaning of Section 13 (2) AktG, the statement must be submitted in a document or another manner suited to the permanent reproduction of written text, the person making the statement must be named and the end of the statement must be clearly shown by reproduction of the signature or another method. The proposed resolution, but not the grounds for the proposed resolution, must also be submitted in German.

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

Evidence of shareholder status must be provided by way of a deposit certificate in accordance with Section 10a AktG, which must not be more than seven days old when submitted to the company. Multiple deposit certificates that jointly amount to a shareholding of only 1% must refer to the date and time.

Please see the information on eligibility to attend (item IV of this invitation) for details about the other requirements for the deposit certificate.

3. Disclosures in accordance with Section 110 (2) sentence 2 in connection with Section 86 (7) and (9) AktG

The company makes the following disclosures regarding agenda item 7 "Election of a member to the Supervisory Board" and the possible submission of a nomination by shareholders in accordance with Section 110 AktG:

The Supervisory Board previously consisted of four members elected by the Annual General Meeting. As a result, Rosenbauer International AG does not apply the provisions governing the minimum proportion of shares pursuant to Section 86 (7) AktG.

4. Shareholders' right to information in accordance with Section 118 AktG

All shareholders are required to provide information on issues regarding the company if requested to by the Annual General Meeting, where this information is required to appropriately evaluate an agenda item. The right to information also covers the company's legal relationships with an affiliated company and the position of the Group and the companies included in the consolidated financial statements.

Information may be refused if, according to reasonable business judgment, it could cause significant harm to the company or an affiliated company or if providing this information would constitute a criminal offense.

The requirements for exercising the right to information are proof of eligibility to attend (item IV of the invitation) and the granting of corresponding authorization to a special voting proxy in accordance (item V. of the invitation).

It is expressly noted that the only way for shareholders to exercise their right to information and the right to speak at this virtual Annual General Meeting by way of elec-tronic post is to send questions/their statement by e-mail directly to the company at fragen.rosenbauer@hauptversammlung.at.

Shareholders are requested to send all questions in advance in text form by e-mail to fragen.rosenbauer@hauptversammlung.at in due time to be received by the company no later than the third working day prior to the Annual General Meeting, May 10, 2022. This ensures that the meeting runs efficiently in the interests of all participants at the Annual General Meeting, in particular for questions that require longer to prepare.

This enables the Executive Board to prepare as much as possible and to answer your questions promptly.

Please use the question form available on the company's website at www.rosenbauer.com. If it is not possible to use this question form, the person (name/company, date of birth/shareholder commercial register number) must be stated in the e-mail. Please also provide your securities account number in the e-mail so that the company can determine their identity and check that it matches the deposit confirmation.

Please note that the Chairman may set appropriate time limits during the Annual General Meeting.

More detailed information and terms for exercising shareholders' right to information in accordance with Section 118 AktG can be found in the Information for participants.

5. Shareholder motions at the Annual General Meeting in accordance with Section 119 AktG

All shareholders, regardless of their shareholding, are entitled to file motions on any item of the agenda at the virtual Annual General Meeting through their special voting proxies pursuant to the COVID-19 Company Law Act and the COVID-19 Company Law Regulation.

However, motions can be submitted only to the voting proxy authorized by the shareholder in question and must be filed by this proxy at the Annual General Meeting.

The point in time until which it is possible to give instructions to special voting proxies regarding the presentation of motions will be determined by the Chairman during the virtual Annual General Meeting.

The requirements for this are proof of eligibility to attend in accordance with item IV. of this invitation and the granting of corresponding authorization to a special voting proxy in accordance with item V. of this invitation.

However, a shareholder motion to appoint a member of the Supervisory Board requires a proposed resolution to be submitted in good time in accordance with Section 110 AktG: Persons standing for election to the Supervisory Board (item 7 of the agenda) can be nominated only by shareholders whose shares jointly amount to 1% of share capital. These nominations must be received by the company as described above (item VI (2)) by no later than May 4, 2022. Each nomination must be accompanied by a statement in accordance with Section 87 (2) AktG by the nominated person detailing their professional qualifications, professional or comparable functions and any circumstances that could give rise to cause for concern regarding partiality.

Failing which, the shareholder motion to appoint a member of the Supervisory Board must not be taken into consideration.

More detailed information and terms for exercising shareholders' right to submit motions in accordance with Section 119 AktG can be found in the Information for participants.

6. Information for shareholders on data processing

Rosenbauer International AG processes shareholders' personal data (chiefly data in accordance with Section 10a (2) AktG, name, address, date of birth, securities account number, number of shares, where applicable share class, number of voting card and, where applicable, name and date of birth of any voting proxies) on the basis of valid data protection regulations, primarily the EU General Data Protection Regulation (GDPR) and the Austrian Data Protection Act so that shareholders can exercise their rights at the Annual General Meeting.

Shareholders' personal data must be processed in order for shareholders and their representatives to attend the Annual General Meeting in accordance with the Austrian Stock Corporation Act. The legal basis for the processing is Article 6 (1) c) GDPR.

Rosenbauer International AG is the controller for the purposes of processing. Rosenbauer International AG uses external service companies, such as notaries, lawyers, banks and IT service providers, to arrange the Annual General Meeting. Rosenbauer International AG provides them only with the personal data required to perform the service in question and they process the data exclusively as instructed by Rosenbauer International AG. Where required by law, Rosenbauer International AG has concluded a data protection agreement with these service companies.

If a shareholder attends the Annual General Meeting, all shareholders/representatives, members of the Executive Board and Supervisory Board, the notary and all other persons who are legally entitled to attend the meeting can view the legally required list of participants (Section 117 AktG) and can thus also view the personal data in this list (including name, residence, shareholding). Rosenbauer International AG is also legally required to submit personal shareholder data (in particular the list of participants) to the commercial register as part of the notarial record (Section 120 AktG).

Shareholder data are rendered anonymous or erased once they are no longer necessary in relation to the purposes for which they are collected or processed, provided no other legal obligations require further retention. Documentary evidence and retention obligations arise in particular from company law, stock corporation law, takeover law, tax law and anti-money laundering regulations. If, shareholders assert legal claims against Rosenbauer International AG or shareholders assert legal claims against Rosenbauer International AG, the storage of personal data is used on a case-by-case basis to clarify and enforce claims. In connection with court proceedings before civil courts, this may result in the storage of data for the duration of the statute of limitations plus the duration of the legal proceedings until they are legally concluded.

All shareholders have the right to access, rectification, restriction, objection and erasure regarding the processing of personal data and the right to data portability in accordance with Chapter III of the GDPR at all times. Shareholders can assert these rights to Rosenbauer International AG free of charge using the e-mail address dataprivacy@rosenbauer.com or the contact details below:

Rosenbauer International AG

c/o Marinko Kvesic

Paschinger Strasse 90

4060 Leonding

Shareholders are also entitled to lodge a complaint with the data protection supervisory authority in accordance with Article 77 GDPR.

Further information on data protection can be found in the Data Protection Declaration on Rosenbauer International AG's website at www.rosenbauer.com.

VII. OTHER INFORMATION

1. Total number of shares and voting rights

At the time of convening the virtual Annual General Meeting, the company's share capital was EUR 13,600,000.-- divided into 6,800,000 no-par-value shares. Each share confers one vote at the virtual Annual General Meeting. Accordingly, the total number of voting rights at the time of convening the virtual Annual General Meeting was 6,800,000. At the time of convening the Annual

General Meeting, the company did not hold any treasury shares, neither directly nor indirectly. There are not multiple share classes.

2. No attendance in person

We would like to again explicitly remind you that, in accordance with the COVID-19 Company Law Regulation, neither shareholders nor guests are permitted to enter the location of the Annual General Meeting during the upcoming virtual Annual General Meeting.

Leonding, April 2022 The Executive Board

emitter: Rosenbauer International AG
Paschinger Straße 90
4060 Leonding
Austria

contact person: Tiemon Kiesenhofer, MBA

phone: +43 732 6794-568

e-mail: tiemon.kiesenhofer@rosenbauer.com

website: www.rosenbauer.com

ISIN(s): AT0000922554 (share)

stock exchanges: official trade in Vienna; free market in Stuttgart, free market in Munich, free market in Hamburg, free market in Dusseldorf; open market in Berlin, Tradegate



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