

**Rosenbauer International AG**  
**Leonding, Reg.n° FN 78543 f**  
**ISIN AT0000922554**

**Notice of Meeting**

We hereby invite our shareholders to the

20<sup>th</sup> Annual General Meeting of  
Rosenbauer International AG

on **Friday May 25, 2012 at 2 p.m.**,

in the 'Altes Rathaus' (Old Town Hall), Hauptplatz 1-5, 4020 Linz, Austria

1. Presentation of the approved financial statements, including the situation report and the corporate governance report, the consolidated financial statements, including the Group situation report, and the report of the Supervisory Board for the 2011 financial year
2. Resolution on the distribution of the net profit for the year
3. Resolution on the discharge of the members of the Executive Board from their responsibility for the 2011 financial year
4. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2011 financial year
5. Election of the auditor for the financial statements and the consolidated financial statements for the 2012 financial year
6. Election of a member to the Supervisory Board
7. Resolution on
  - a. authorizing the Executive Board to purchase the Company's own shares pursuant to § 65 Sect. 1 Clause 8 and Sect. 1a and Sect. 1b 6f of AktG (Austrian Companies Act);
  - b. authorizing the Executive Board to opt to sell the Company's own shares by other means than by way of the stock exchange or than by a public offering excluding shareholders' subscription rights;

- c. rescinding the authorization most recently granted to the Executive Board (by resolution of the General Meeting held on May 21, 2010) to purchase the Company's own shares.

## **DOCUMENTS FOR THE GENERAL MEETING**

From no later than **May 4, 2012** onwards, the following documents will be available on the Company's website [www.rosenbauer.com](http://www.rosenbauer.com), as well as at the General Meeting itself:

- financial statements, including the situation report
  - corporate governance report
  - consolidated financial statements, including the Group situation report
  - proposal with respect to the distribution of profits
  - report of the Supervisory Board
- (in each of the above cases, for the 2011 financial year);
- proposed resolutions on agenda items 2 – 7
  - statement by the candidate for election to the Supervisory Board (agenda item 6) pursuant to § 87 Sect. 2 of AktG (Austrian Companies Act).
  - report of the Executive Board on agenda item 7 (share buy-back 2012, exclusion of subscription rights)
  - form for granting a proxy
  - form for revoking a proxy
  - complete text of this Notice of Meeting.

## **INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO §§ 109, 110, AND 118 OF AKTG (AUSTRIAN COMPANIES ACT)**

Shareholders who jointly hold **5% of the share capital** and who have been the holders of these shares for at least three months prior to making such request are entitled to request in writing that **additional items be put on the agenda** of this General Meeting and announced, provided that such request is made in writing and delivered to the Company no later than **May 4, 2012**, exclusively to the address Paschinger Strasse 90, 4060 Leonding, Austria, Investor Relations Dept., attn. Ms. Gerda Königstorfer. Shareholders must also state a proposed resolution for each such item requested for addition to the agenda, including a statement of grounds. In the case of bearer shares kept in safe deposit, a safe-custody receipt ('Depotbestätigung') pursuant to § 10a of AktG (= Austrian Companies Act) shall be sufficient evidence that the shareholders making such requests have held their shares for at least three months prior to making such requests. This safe-custody receipt shall not be older than seven days at the time

of its being submitted to the Company. For details of the other requirements made in respect of this safe-custody receipt, please refer to the information given on eligibility to attend the General Meeting.

Shareholders holding jointly at least **1% of the share capital** are entitled to submit **proposals for resolution** on any item of the agenda, including a statement of grounds, in writing, and to require that such proposals, including the grounds therefor, be made available on the website of the Company together with any statement thereon by the Executive or Supervisory Board. Such request must be delivered to the Company in writing no later than **May 15, 2012**, either by telefax to +43 732 6794-89 or to the address Paschinger Strasse 90, 4060 Leonding, Austria, Investor Relations Dept. attn. Ms. Gerda Königstorfer, or by e-mail to [ir@rosenbauer.com](mailto:ir@rosenbauer.com) in which case such written request must be sent as an attachment (e.g. pdf file) to the e-mail.

If the proposal in question concerns the election of a member to the Supervisory Board, then the written statement of grounds shall be replaced by the statement given pursuant to § 87 Sect. 2 of AktG (Austrian Companies Act) by the person proposed for election. In the case of bearer shares kept in safe deposit, a safe-custody receipt pursuant to § 10a of AktG (Companies Act) shall be sufficient evidence that the holders are indeed shareholders who are thereby entitled to exercise shareholders' rights; this safe-custody receipt shall not be older than seven days at the time of its being submitted to the Company. For details of the other requirements made in respect of this safe-custody receipt, please refer to the information given on eligibility to attend the General Meeting.

In the case of bearer shares that are not kept in safe deposit, written confirmation from a notary shall be sufficient. The above requirements for safe-custody receipts shall apply, analogously, to this confirmation.

At the General Meeting, every shareholder has the right to request and be given information on any matter pertaining to the Company, provided that such information is necessary in order to arrive at a considered opinion regarding a particular item on the agenda.

Irrespective of the size of his/her shareholdings, every shareholder is entitled to submit motions on any of the items on the agenda at the General Meeting, provided that he/she can demonstrate eligibility to attend as set out below.

Attention is expressly drawn to the following: Persons for election to the Supervisory Board (item 6 of the agenda) may only be proposed by shareholders who together hold at least 1 % of the nominal share capital. The names of the candidates so proposed must be submitted to the Company, in the manner set out above, by no later than May 15, 2012. Every such proposal for election must be accompanied by the statement required from the proposed person by § 87 Sect. 2 AktG (Austrian Companies Act) regarding his/her specialist qualifications, professional or comparable functions held, and any circumstances that might constitute grounds for fearing a conflict of interest. All shareholders may submit motions to the General Meeting on any other agenda item, also during the Meeting (i.e. with no requirement for prior notification).

Further information on these rights of shareholders pursuant to §§ 109, 110 and 118 of AktG (Companies Act), and in particular on how proof of the requisite share ownership is to be furnished, is available on the Company's website [www.rosenbauer.com](http://www.rosenbauer.com).

#### **QUALIFYING DATE AND ELIGIBILITY TO ATTEND THE GENERAL MEETING**

Eligibility to attend the General Meeting, and to exercise voting and other shareholder rights in the context of the General Meeting, is governed by the shareholdings as at the close of **May 15, 2012** (qualifying date).

The General Meeting may only be attended by persons who are shareholders at the qualifying date, and who provide evidence of their shareholding to the Company.

#### **Bearer shares kept in safe deposit**

In the case of bearer shares kept in safe deposit, a safe-custody receipt pursuant to § 10a of AktG (Companies Act), which shall be delivered to the Company by **May 22, 2012** solely at one of the addresses stated below, shall be sufficient evidence of a shareholder's shareholding at the qualifying date.

By post                      Rosenbauer International AG  
Investor Relations  
Attn. Ms. Gerda Königstorfer  
Paschinger Strasse 90  
4060 Leonding, Austria

By telefax:                +43 (0)732 6794 – 89  
Attn. Ms. Gerda Königstorfer

By e-mail: [ir@rosenbauer.com](mailto:ir@rosenbauer.com); in which case the safe-custody receipt is sent as an attachment (e.g. pdf file) to the e-mail.

With regard to safe-custody receipts and statements made in accordance with § 114 Sect. 1 fourth sentence of AktG (the Austrian Companies Act), Rosenbauer International AG no longer accepts these via an internationally widespread and specially secured messaging network run by financial institutions (SWIFT), as other channels of electronic communication (telex and e-mail) have been opened up instead. The reason for this is that although Rosenbauer International AG offered SWIFT as a possible channel for electronic communications before each of the last two General Meetings, the custodian banks made next to no use of this facility.

#### **Bearer shares not kept in safe deposit**

In the case of bearer shares that are not kept in safe deposit, written confirmation from an Austrian notary public, delivered to the Company solely at one of the addresses above, shall be sufficient.

The following requirements for safe-custody receipts shall apply, analogously, to the contents of this notarial confirmation (except for the safe-custody account number).

#### **Safe-custody receipt pursuant to § 10a of AktG (Companies Act)**

The safe-custody receipt is to be issued by a custodian bank having its registered office in a member state of the European Economic Area or in a full member state of the OECD, and must include the following information:

- information on the issuer: (corporate) name and address or any code that is customarily used among credit institutions
- information on the shareholder: (corporate) name, address, date of birth in the case of natural persons, and register and register number, if applicable, for legal entities
- information on the shares: number of shares held by the shareholder, ISIN AT0000922554
- safe-custody account number and/or other designation
- date to which the safe-custody receipt refers

The safe-custody receipt furnished as evidence of the shareholding must refer to the qualifying date of **May 15, 2012** specified above.

Safe-custody receipts will be accepted in either English or German.

Shareholders will not be blocked by registering for the General Meeting and/or by submitting a safe-custody receipt. For this reason, they may continue to freely dispose of their shares even after registering and/or submitting a safe-custody receipt.

## **REPRESENTATION BY PROXY**

Each shareholder entitled to attend the General Meeting may appoint a proxy who will take part in the meeting on behalf of such shareholder and enjoy the same rights as the shareholder whom he or she represents.

Such proxy must be given to a specific person (natural person or legal entity) in writing; several persons may also be so authorized.

The notification (or revocation) of a proxy must be delivered to the Company by **4 p.m. on May 24, 2012**, solely to one of the following addresses:

By post                    Rosenbauer International AG  
Investor Relations  
Attn. Ms. Gerda Königstorfer  
Paschinger Strasse 90  
4060 Leonding, Austria

By telefax:            +43 (0)732 6794 - 89

By e-mail:            [ir@rosenbauer.com](mailto:ir@rosenbauer.com), in which case such written notification (or revocation) of proxy must be sent as an attachment (e.g. pdf file) to the e-mail

On the day of the General Meeting:  
only possible in person, when registering for the Meeting at the venue

A proxy form and/or a form for revoking the proxy will be sent to shareholders upon request and may be downloaded from the Company's website at [www.rosenbauer.com](http://www.rosenbauer.com).

In cases where a shareholder has granted a proxy to his or her custodian bank, it is sufficient if the latter declares, in addition to the safe-custody receipt, that it has been

given such proxy. With regard to the delivery of such authorization, § 10a of AktG (Companies Act) shall apply 'mutatis mutandis'.

**Total number of shares and voting rights**

At the date of the convening of the General Meeting, the nominal share capital of the Company is divided into 6,800,000 non-par-value shares. Each share confers one vote. At the date of the convening of the General Meeting, the Company holds no shares of its own. At the date of the convening of the Meeting, the total number of shares entitling their holders to attend and vote at the General Meeting is 6,800,000 million non-par-value shares.

Admission for collecting voting cards will commence at 1.30 p.m.

Leonding, April 2012

The Executive Board