



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

**Notice of General Meeting**

We hereby invite our shareholders to the

21<sup>st</sup> Ordinary General Meeting of  
Rosenbauer International AG

on **Friday May 24, 2013 at 10.00 a.m.**,  
in the Börsensäle Wien (function hall at Vienna Stock Exchange),  
Wipplingerstrasse 34, A 1010 Vienna.

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 2012 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 2012 financial year
4. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2012 financial year
5. Election of the auditor for the financial statements and the consolidated financial statements for the 2013 financial year
6. Election of a member to the Supervisory Board
7. Resolution on the remuneration of members of the Supervisory Board
8. Resolution on amendments to the Articles of Association, affecting §§ 4 'Nominal share capital', 5 'Share certificates', 17 'Attendance at General Meeting' and 19 'Chair', primarily in order to bring them into line with the provisions of 'GesRÄG 2011' (the Company Law Amendment Act 2011) and to change certain of the bearer shares to registered shares

## DOCUMENTS FOR THE GENERAL MEETING

The following documents, in particular, will be available on the Internet at [www.rosenbauer.com](http://www.rosenbauer.com) from no later than **May 3, 2013**, 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 2012 financial year);
- proposed resolutions on agenda items 2 – 8
  - Articles of Association, indicating the proposed amendments,
  - complete text of this Notice of Meeting.

## INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO §§ 109, 110, 118 AND 119 OF AKTG (AUSTRIAN STOCK CORPORATION ACT)

Shareholders who jointly hold **at least 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 3, 2013**, exclusively to the address Paschinger Strasse 90, A-4060 Leonding, 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. Share ownership is to be evidenced by a safe-custody receipt ('Depotbestätigung') pursuant to § 10a of AktG (= Austrian Stock Corporation Act) confirming that the shareholders making such requests have held their shares for at least three months beforehand. 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 jointly holding **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 14, 2013**, either by telefax to +43 732 6794-89 or to the address Paschinger Strasse 90, A-4060 Leonding, 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 Stock Corporation Act) by the person proposed for election. In the case of bearer shares, share ownership for the purpose of exercising these shareholders' rights is to be evidenced by a safe-custody receipt pursuant to § 10a of AktG (Stock Corporation Act), which 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.

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 14, 2013**. Every such proposal for election must be accompanied by the statement required from the proposed person by § 87 Sect. 2 AktG (Austrian Stock Corporation) 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 shareholders' rights pursuant to §§ 109, 110 and 118 of AktG (Stock Corporation 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 14, 2013** (qualifying date).

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

The size of a shareholder's shareholding on the qualifying date is to be evidenced by a safe-custody receipt pursuant to § 10a of AktG (Stock Corporation Act) which must reach the Company no later than **May 21, 2013**, at one of the addresses stated below.

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

By telefax:            +43 732 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 Stock Corporation 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 (telefax 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.

### **Safe-custody receipt pursuant to § 10a of AktG (Stock Corporation 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 **March 14, 2013** specified above.

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

### **Annulment of physical share certificates**

Rosenbauer International AG is obliged by law to replace all bearer-share certificates (physical share certificates) that are still in circulation with a global share certificate, and to deposit this latter with OeKB (Österreichische Kontrollbank AG). A report on this issue was given to the 20<sup>th</sup> Ordinary General Meeting. As authorised by Linz Provincial Court on 20<sup>th</sup> November 2012, three separate announcements were published in the 'Amtsblatt zur Wiener Zeitung' (official journal) calling upon all shareholders of the Company holding ordinary bearer shares in the form of physical share certificates to surrender their share certificates by March 22, 2013. In its resolution of April 2, 2013, the Executive Board – acting in accordance with § 67 AktG (Austrian Stock Corporation Act) and § 262 Sect. 29 AktG – annulled those physical bearer share certificates that had not been surrendered. An announcement to this effect was made in the 'Amtsblatt zur Wiener Zeitung' on April 6/7, 2013.

Since being annulled, these physical share certificates have lost their legal status as securities and no longer impart any eligibility to attend, and exercise voting rights at, the General Meeting of Rosenbauer International AG. Affected shareholders who are still in possession of physical share certificates may surrender the annulled share certificates at the submittal agency (Raiffeisen Centrobank AG, Tegetthoffstrasse 1, A 1010 Vienna), or by way of custodian financial institutions, during normal business hours. A credit entry corresponding to the number of ordinary shares surrendered can then be made on a securities custody account to be made known by the shareholder. To establish his/her eligibility to attend the forthcoming General Meeting, the shareholder must arrange for the above steps to be taken in sufficient time for the securities custody account to have been credited by the qualifying date, **May 14, 2013**.

### **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 authorised.

The notification (or revocation) of a proxy must be delivered to the Company by **4 p.m. on May 23, 2013**, to one of the following addresses only:

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

By telefax:            +43 732 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 authorisation, § 10a of AktG (Stock Corporation 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, and would in any case have no rights under any such shares. 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 non-par-value shares.

Admission for collecting voting cards will commence at 9.30 a.m.

Vienna, April 2013

The Executive Board