

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

**Notice of General Meeting**

We hereby invite our shareholders to the

22<sup>nd</sup> Ordinary General Meeting of  
Rosenbauer International AG

on **Friday May 23, 2014 at 10.00 a.m.**,  
in Palais Kaufmännischer Verein, Bismarckstrasse 1-3, 4020 Linz.

1. Presentation of the 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 2013 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 2013 financial year
4. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2013 financial year
5. Election of the auditor for the financial statements and the consolidated financial statements for the 2014 financial year
6. Election of a member to the Supervisory Board
7. Resolution on an amendment to the Articles of Association in § 5 “SHARES AND SHARE REGISTER”
8. Resolution on authorizing the Executive Board:
  - a) to buy back the Company’s shares pursuant to § 65 Sect. 1 Clauses 4 and 8 and Sect. 1a and Sect. 1b of AktG (the Austrian Stock Corporation Act), both on the stockmarket and over-the-counter, to a maximum extent of 10% of the nominal share capital;
  - b) pursuant to § 65 Sect. 1b of AktG, to decide another mode of disposal for selling or utilizing the Company’s own shares, i.e. other than by way of the stockmarket or a public offering, while applying – “mutatis mutandis” – the rules on the exclusion of shareholders’ subscription rights;
  - c) to decrease the nominal share capital by redeeming these own shares with no further resolution of the General Meeting;all the above rescinding the authorization most recently granted to the Executive Board by resolution of the General Meeting on May 25, 2012 as per item 7 of the said Meeting’s agenda.

## **DOCUMENTS FOR THE GENERAL MEETING**

The following documents, in particular, will be available on the Company's Internet site at [www.rosenbauer.com](http://www.rosenbauer.com) from no later than **May 2, 2014**, 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 2013 financial year);

- proposed resolutions on Agenda Items 2 – 8
- statement by the candidate for election to the Supervisory Board (Agenda Item 6) pursuant to § 87 Sect. 2 of AktG, complete with curriculum vitae,
- report of the Executive Board on Agenda Item 8 (share buy-back 2014, 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, 118 AND 119 OF AktG (AUSTRIAN STOCK CORPORATION ACT)**

### **Additions to the agenda by shareholders**

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 2, 2014**, 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.

### **Resolutions proposed on the agenda by shareholders**

Shareholders holding jointly at least **1% of the share capital** are entitled to submit **proposals for resolutions** on any item of the agenda, including a statement of grounds, in writing, and to require that such proposals, including the grounds therefore, be made available on the website of the Company. Such request must be delivered to the Company in writing no later than **May 14, 2014**, 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. Share ownership for the purpose of exercising these shareholders' rights is to be evidenced by a safe-custody receipt pursuant to § 10a of AktG, 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.

### **Right to demand information**

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.

Such requests for information may be declined in cases where reasonable commercial assessment indicates that they would be liable to cause serious detriment to the Company or to any of its affiliates, or where disclosure would be a criminal offense.

In order to make efficient use of time at the meeting, questions which require extensive preparation to answer should be communicated to the Executive Board, in writing, in good time before the General Meeting. The questions can be sent to the Company by post to Investor Relations Department, Gerda Königstorfer, Paschinger Strasse 90, A 4060 Leonding, Austria, or by e-mail to [ir@rosenbauer.com](mailto:ir@rosenbauer.com).

### **Motions at the General Meeting**

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. As a mandatory requirement, however, any shareholder motion on the election of a member of the Supervisory Board requires timely submission of a proposed resolution pursuant to § 110 AktG: 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, 2014**. Every such proposal for election must be accompanied by the statement required from the proposed person by

§ 87 Sect. 2 AktG (Austrian Stock Corporation Act) regarding his/her specialist qualifications, professional or comparable functions held, and any circumstances that might constitute grounds for fearing a conflict of interest.

#### **Information on the Internet site**

More detailed information on shareholders' rights pursuant to §§ 109, 110, 118 and 119 of AktG is now available on the Company's Internet site [www.rosenbauer.com](http://www.rosenbauer.com).

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

In order to be eligible to attend the General Meeting, and to exercise their voting rights and other rights that may be asserted by shareholders at the General Meeting, persons will need to be in possession of shares in the case of bearer shares, and to be entered in the share register in the case of registered shares, in both cases as at the **end of May 13, 2014 (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.

In the case of bearer shares, 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 20, 2014**, at one of the addresses stated below.

By post or courier	Rosenbauer International AG Investor Relations Attn. Ms. Gerda Königstorfer Paschinger Strasse 90 A 4060 Leonding, Austria
By telefax:	+43 732 6794-89 Attn. Ms. Gerda Königstorfer
By e-mail:	<a href="mailto:ir@rosenbauer.com">ir@rosenbauer.com</a> ; in which case the safe-custody receipt is sent as an attachment (e.g. pdf file) to the e-mail
By SWIFT	GIBAATWGGMS – Message Type MT598; always state ISIN AT0000922554 in the verbiage

Holders of registered shares whose names are entered in the share register are not required to furnish prior notification in order to attend the General Meeting.

#### **Safe-custody receipt as required by § 10a AktG (Austrian 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 (BIC);

- 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 entitling the holder to attend the General Meeting must refer to the qualifying date of **May 13, 2014** specified above.

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

### **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 proxy must be delivered to the Company at one of the following addresses only:

By post or courier           Rosenbauer International AG  
Investor Relations

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 such proxy must  
be sent as an attachment (e.g. pdf file) to the e-mail

In person           when registering for the Meeting at the venue

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

In cases where the proxy is not presented in person in the course of registration on the day of the General Meeting, it must be delivered to the Company by no later than **4 p.m. on May 22, 2014**.

The above rules for the granting of a proxy apply analogously to any revocation of the proxy.

## **TOTAL NUMBER OF SHARES AND VOTING RIGHTS**

At the date of the convening of the General Meeting, the nominal share capital of the Company, amounting to EUR 13,600,000, 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.

To ensure that the admission checks proceed smoothly, shareholders are asked to arrive in good time before the beginning of the General Meeting, and to have a valid official photobearing identification document with them when they register. Admission for collecting voting cards will commence at 9.30 a.m.

Leonding, April 2014

The Executive Board