

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

**Resolutions proposed by the Executive and Supervisory Boards for the  
22<sup>nd</sup> Ordinary General Meeting  
May 23, 2014**

- 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**

No resolution need be taken on this item of the agenda.

- 2. Resolution on the distribution of the net profit for the year**

The Executive Board and the Supervisory Board propose to distribute the net profit for Financial 2013, in an amount of €8,303,002.60, as follows:

- Distribution of an annual dividend of €1.2 (2013: €1.2) per share (totaling €8,160,000.00 for 6,800,000 non-par-value shares)
- The remaining amount of €143,002.60 € is to be carried forward to new account.

- 3. Resolution on the discharge of the members of the Executive Board from their responsibility for the 2013 financial year**

The Executive Board and the Supervisory Board propose that a resolution be taken ratifying the acts of the members of the Executive Board during the 2013 financial year.

- 4. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2013 financial year**

The Executive Board and the Supervisory Board propose that a resolution be taken ratifying the acts of the members of the Supervisory Board during the 2013 financial year.

- 5. Election of the auditor for the financial statements and the consolidated financial statements for the 2014 financial year**

The Supervisory Board proposes that Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, be appointed as the External Auditors and as the Group auditors for the financial year from January 1, 2014 to December 31, 2014.

- 6. Election of a member to the Supervisory Board**

The term of office of Dr. Rainer Siegel, MBA, is to finish at the end of the General Meeting on May 23, 2014.

§ 9 Sect. 2 of the Articles of Association stipulates that the Supervisory Board shall consist of four members chosen by the General Meeting, and of two workforce representatives delegated pursuant to ArbVG (the Austrian Labor Relations Act).

The Supervisory Board has hitherto consisted of four members chosen by the General Meeting.

In the forthcoming General Meeting, one member would thus need to be chosen in order to reach this number again.

The Supervisory Board proposes that this seat be filled so that following the election at the General Meeting on May 23, 2014 the Supervisory Board once again consists of four members chosen by the General Meeting.

The following election proposal from the Supervisory Board has been submitted on the basis of the requirements of the Corporate Governance Code and of § 87 Sect. 2a of AktG (the Austrian Stock Corporation Act).

The Supervisory Board proposes that Dr. Rainer Siegel, MBA, be re-elected to the Supervisory Board with effect from the end of this General Meeting and until the end of the General Meeting which decides upon the ratification of Supervisory Board Members' acts for the fourth financial year following this election, not counting the current financial year. Assuming that the present balance-sheet date of December 31 is retained, the period of office of the Supervisory Board member for election would expire at the end of the General Meeting which decides upon the ratification of Supervisory Board Members' acts for the 2018 financial year.

Dr. Rainer Siegel, MBA, has made a statement pursuant to § 87 Sect. 2 of AktG (the Stock Corporation Act) which may also be read on the Company's website.

In the election, the General Meeting may only choose among nominations submitted in accordance with the following procedure: Nominations for election to the Supervisory Board, together with the statements prescribed by § 87 Sect. 2 of AktG for each person so nominated, must be published on the Company's website by **May 16, 2014**, failing which the person concerned is not allowed to be considered for election. This also applies to election nominations made by shareholders pursuant to § 110 AktG, which the Company must have received in writing by **May 14, 2014**; regarding the particulars and the prerequisites for taking election nominations of this type into consideration, attention is drawn here to the "Information on shareholders" rights pursuant to §§ 109, 110, 118 and 119 of AktG / Resolutions proposed by shareholders pursuant to § 110 AktG.

**7. Resolution on an amendment to the Articles of Association in § 5 “SHARES AND SHARE REGISTER”**

On the strength of suggestions made by the Court Registry of Companies at Linz Provincial Court and by the Vienna Stock Exchange, the Executive Board and Supervisory Board propose to amend the Articles of Association in § 5 “SHARES AND SHARE REGISTER”:

a) Sect. 2 of § 5 is to be changed to read as follows:

*“2) Holders of registered shares may request that these registered shares be converted to bearer shares.*

*Holders of bearer shares may request that these bearer shares be converted to registered shares.*

*Provided that the principle of equal treatment stipulated by § 47a AktG (Austrian Stock Corporation Act) is observed, the right to require such conversion of shares is conditional upon the consent of the Executive Board and upon the proviso that the proportion of the Company’s nominal share capital accounted for by bearer shares may at no time fall below 40%.”*

b) Sect. 6 of § 5 is to be canceled and not replaced.

**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.**

In the General Meeting of Rosenbauer International AG held on May 25, 2012, a resolution was passed on Point 7 of the agenda authorizing the Executive Board to acquire the Company’s own shares pursuant to § 65 of AktG (the Austrian Stock Corporation Act).

This authorization is to expire on November 24, 2014. Furthermore, the authorization granted on May 25, 2012 stipulated a floor-to-ceiling price range of between EUR 20 and EUR 60 per non-par-value share. As the share price has been above EUR 60 per non-par-value share since the end of January 2014, the terms of the present authorization preclude any such share buy-backs.

For this reason, the Executive Board and the Supervisory Board propose that under Point 8 of the agenda of the General Meeting of Rosenbauer International AG on May 23, 2014, the General Meeting should grant a new and flexibly designed authorization by adopting the following resolution:

- a) Pursuant to § 65 Sect. 1 Clauses 4 and 8 and Sect. 1a and 1b of AktG (the Austrian Stock Corporation Act), the Executive Board is to be authorized to acquire – both on the stock exchange and over-the-counter – bearer non-par-value shares of the Company amounting to a maximum of 10% of the Company's nominal share capital during a 30-month validity period from May 23, 2014. The lowest counter-value may not be more than 20% below the average stockmarket closing price of the last 3 trading days preceding the acquisition of the shares, and the highest counter-value may not be more than 10% above this average closing price. Trading in the Company's own shares is not admissible as a purpose of such acquisition. The authorization may be exercised in whole or in part, or in several partial amounts and in the pursuit of one or more objectives, by the Company, by a subsidiary (§ 228 Sect. 3 of UGB (Austrian Company Code) or by third parties for the Company's account.
- b) The Executive Board of Rosenbauer International AG may decide to acquire the shares on the stock exchange, although the Supervisory Board must subsequently be advised of this decision. Over-the-counter acquisition is subject to the prior approval of the Supervisory Board.
- c) For a five-year period from May 23, 2014, the Executive Board is authorized pursuant to § 65 Sect. 1b AktG to decide – with the approval of the Supervisory Board – 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, and to lay down the conditions of sale. The authorization may be exercised in whole or in part, or in several partial amounts and in the pursuit of one or more objectives, by the Company, by a subsidiary (§ 228 Sect. 3 of UGB (Austrian Company Code) or by third parties for the Company's account, especially (i) for the purposes of implementing an employee share scheme, including for members of the Executive Board and for senior managers, or a stock-option plan for employees, including for members of the Executive Board and for senior managers of the Company or of its affiliates, or (ii) as valuable consideration in connection with the acquisition of enterprises, business operations, operating units or stakes in one or more companies either in or outside Austria.
- d) The Executive Board is further authorized to decrease the nominal share capital where necessary, by redeeming these own shares with no further resolution of the General Meeting but with the approval of the Supervisory Board, pursuant to § 65 Sect. 1 Clause 8 (last sentence) in conjunction with § 122 of AktG (Austrian Stock Corporation



Act). The Supervisory Board is authorized to adopt amendments to the Articles of Association which may be necessitated by the redemption of shares.

All the above shall imply 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.

Leonding, April 2014

The Executive Board