

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

**Resolutions proposed by the Executive and Supervisory Boards for the
21st Ordinary General Meeting
May 24, 2013**

- 1. Presentation of the adopted 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**

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 2012, in an amount of 8,304,433.94 €, as follows:

- Distribution of an annual dividend of 1.2 € (2012: 1.2 €) per share (totalling 8,160,000.00 € for 6,800,000 non-par-value shares)
- Remaining amount of 144,433.94 € to be carried forward to new account.

- 3. Resolution on the discharge of the members of the Executive Board from their responsibility for the 2012 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 2012 financial year.

- 4. Resolution on the discharge of the members of the Supervisory Board from their responsibility for the 2012 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 2012 financial year.

- 5. Election of the auditor for the financial statements and the consolidated financial statements for the 2013 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, 2013 to December 31, 2013.

6. Election of a member to the Supervisory Board

The term of office of Dr. Alfred Hutterer is to finish at the end of the General Meeting on May 24, 2013.

§ 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 Labour 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 24, 2013 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. Alfred Hutterer 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 2017 financial year.

Dr. Alfred Hutterer has made a statement pursuant to § 87 Sect. 2 of AktG (the Stock Corporation Act) which may also be read on the german 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, 2013**, 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, 2013**; 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 the remuneration of members of the Supervisory Board

The Executive Board and the Supervisory Board propose that the General Meeting should resolve the remuneration of the Supervisory Board Members chosen by the General Meeting as follows, until further notice:

- a) as the fixed component of the remuneration:
 - for the Chairman and Deputy Chairman, fixed remuneration of 24,000.00 € each per annum,
 - for every other elected member, fixed remuneration of 18,000.00 € each per annum;
- b) as the variable component of the remuneration:

from the EBT shown in the Rosenbauer Group's Income Statement, when the stipulated annual targets have been met

 - for the Chairman and Deputy Chairman, variable remuneration of 40,000 € each per annum,
 - for every other elected member, variable remuneration of 30,000 € each per annum.

In cases where the EBT actually attained in the financial year deviate from the stipulated annual targets, then the following shall apply to the Chairman and Deputy Chairman and to every other elected member:

 - Negative deviation: a deduction of 2.5 percentage points will be made from the variable remuneration component for every 1 Mio € that the EBT figure is below target.
 - Positive deviation: a premium of 2.5 percentage points will be added to the variable remuneration component for every 1 Mio € that the EBT figure is above target, up to an EBT figure that is max 5 Mio € above target. For that part of above-target EBT in excess of 5 Mio € EUR above target, a premium of 1 percentage point will be added to the variable remuneration component for every further 1 Mio € that the EBT figure is above target.

The Supervisory Board's remuneration is index-linked on the basis of the Austrian Consumer Price Index 2010 (VPI 2010).

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

'GesRÄG 2011' (the Company Law Amendment Act 2011), which came into force on August 1, 2011, has also led to changes in AktG (the Austrian Stock Corporation Act).

Since GesRÄG 2011, interim certificates have been abolished.

Exchange-listed joint-stock companies now have to embody bearer shares in one or (if necessary) several global share certificates and to deposit these certificates at a central securities depository (CSD) as defined in § 1 Sect. 3 of 'DepotG' (the Austrian Securities Deposit Act) or at an equivalent establishment outside Austria. (In Austria, this CSD will be the OeKB).

This means that bearer shares are now also subject to a safe custody requirement.

For this reason, the shareholders Rosenbauer Beteiligungsverwaltung GmbH, Reg.n° 268395 z, and family shareholders, wish to convert their shares from bearer shares into registered shares. This will also require a resolution of the General Meeting to amend the Articles of Association.

In view of the foregoing, the Executive Board and the Supervisory Board propose the adoption of amendments to the Articles of Association, in §§ 4 'Nominal share capital', 5 'Share certificates', 17 'Attendance at General Meeting' and 19 'Chair', as shown in the annexed document, in which the proposed amendments are highlighted.

Annexed: Articles of Association, indicating the proposed amendments