

Rosenbauer International AG
Leonding, FN 78543 f
ISIN **AT0000922554**

Invitation to the 28th Annual General Meeting of Rosenbauer International AG on Monday, May 11, 2020 at 10:00 a.m. at the registered office of the company, Paschinger Strasse 90, 4060 Leonding, Austria

I. Holding the Annual General Meeting in virtual form

To protect the shareholders and other participants, the Executive Board has resolved to exercise the new legal regulation allowing the Annual General Meeting to be held in virtual form.

In accordance with the Austrian COVID-19 Company Law Act and the Austrian COVID-19 Company Law Regulation (BGBl. II Nr. 140 / 2020) as currently amended, the Annual General Meeting of Rosenbauer International AG on May 11, 2020 will be held as a “virtual annual general meeting”.

This means that the shareholders will not be able to attend the Annual General Meeting of Rosenbauer International AG on May 11, 2020 in person.

In the opinion of the Executive Board, holding the Annual General Meeting in virtual form instead of postponing it to an uncertain future date takes into account the interests of both the company and its shareholders.

We would like to expressly emphasize that it is not possible for shareholders to come to the venue of the Annual General Meeting in person on May 11, 2020.

II. AGENDA

1. Submission of the annual financial statements with the management report, the proposal for the appropriation of profits, the corporate governance report, the consolidated financial statements with the Group management report and the report of the Supervisory Board for the 2019 financial year
2. Resolution on the appropriation of profits
3. Resolution on official approval of the actions of the members of the Executive Board for the 2019 financial year
4. Resolution on official approval of the actions of the members of the Supervisory Board for the 2019 financial year
5. Selection of the auditor and Group auditor for the 2020 financial year
6. Resolution on remuneration policy
7. Resolution on the amendment of the Articles of Association to add Article 24 REMOTE PARTICIPATION AND REMOTE VOTING, RECORDING AND STREAMING OF THE ANNUAL GENERAL MEETING

III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; INFORMATION PROVIDED ON THE WEBSITE

In particular, the following documents will be available on the company’s website as entered in the commercial register, www.rosenbauer.com, under “Investor Relations” and “Annual General Meeting”, by no later than **April 20, 2020**, though probably from as early as **April 10, 2020**:

- annual financial statements with the management report;
- corporate governance report;
- consolidated financial statements with the Group management report;
- proposal for the appropriation of profits;
- separate non-financial report (sustainability report);

- report of the Supervisory Board;
for the 2019 financial year:
- resolution proposals for agenda items 2 to 7;
- remuneration policy;
- Articles of Association with the proposed amendments highlighted;
- authorization form for Fritz Ecker, LL.M. oec;
- authorization form for Dr. Christoph Nauer, LL.M.;
- authorization form for Philipp Stossier;
- authorization form for Dr. Christian Temmel, MBA;
- question form;
- form for revoking proxies;
- the full text of this invitation.

IV. REFERENCE DATE AND CONDITIONS FOR ATTENDING THE ANNUAL GENERAL MEETING

Eligibility to attend the virtual Annual General Meeting and exercise voting and other shareholder rights at the Annual General Meeting in accordance with the Austrian COVID-19 Company Law Regulation is based on shareholdings at the end of **May 1, 2020** (reference date).

Only those who are shareholders on this reference date and can provide proof of this to the company are eligible to attend the virtual Annual General Meeting in accordance with the Austrian COVID-19 Company Law Regulation.

For proof of shareholding on the reference date, a deposit certificate in accordance with section 10a of the *Aktiengesetz* (AktG – Austrian Stock Corporation Act) referring to the reference date must be received by the company no later than **May 6, 2020** (12:00 midnight, CEST, Vienna time), exclusively by one of the following communication channels and addresses:

(i)	for transmission of the deposit certificate in electronic form as permitted by Article 17(3) of the Articles of Association	
	By fax	+ 43 (0) 1 8900 500 49
	By e-mail	anmeldung.rosenbauer@hauptversammlung.at (please provide deposit certificates in PDF format)
(ii)	for delivery of the deposit certificate in hard copy	
	By mail or courier	Rosenbauer International AG Investor Relations attn. Tiemon Kiesenhofer Paschinger Strasse 90 4060 Leonding □ Austria
	By SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, ISIN AT0000922554 must be specified in text)

Shareholders are asked to contact their custodian bank and arrange for a deposit certificate to be issued and sent.

The reference date has no impact on the saleability of the shares and is not relevant to dividend entitlements.

Deposit certificate in accordance with section 10a AktG

The deposit certificate must be issued by the custodian bank, which must be based in a Member State of the European Economic Area or in a full Member State of the OECD; it must contain the following information:

- information on the issuer: company name and address or a code typically used in transactions between banks;

- information on the shareholder: name/company name and address; if shareholder is a natural person, date of birth; if shareholder is a legal entity, register and number under which the legal entity is listed in its country of origin, as necessary;
- information on the shares: number of shares held by the shareholder; ISIN AT0000922554;
- deposit number or other designation;
- date to which the deposit certificate relates.

The deposit certificate used as proof of shareholding for the purpose of attending the Annual General Meeting must refer to the reference date of **May 1, 2020** (12:00 midnight, CEST, Vienna time).

The deposit certificate will be accepted in German or in English. If the deposit certificate is to serve as proof of shareholder status, it must not be older than seven days when submitted to the company.

V. APPOINTMENT OF AN INDEPENDENT VOTING PROXY AND APPLICABLE PROCEDURE

Each shareholder who is eligible to attend the Annual General Meeting, and has proven this to the company in accordance with the specifications in item IV of this invitation, has the right to appoint a special voting proxy.

The filing of a motion, casting of votes and raising of objections in this virtual Annual General Meeting of Rosenbauer International AG on May 11, 2020 are only possible through one of the special voting proxies named below, who are suitable and independent, in accordance with Section 3 (4) COVID-19-GesV.

- (i) Fritz Ecker, LL.M. oec, lawyer
Oberhammer Rechtsanwälte GmbH
Dragonerstrasse 67A, WDZ 10, 4600 Wels, Austria
Tel +43 7242 309050 100
Fax +43 1 5033000 33
e-mail stimmrechtsvertreter@oberhammer.co.at
- (ii) Dr. Christoph Nauer, LL.M., lawyer
c/o bpv Hügel Rechtsanwälte GmbH
Enzersdorferstrasse 4, 2340 Mödling, Austria
Tel +43 2236 893377
Fax +43 2236 893377-40
e-mail address proxy@bpv-huegel.com
- (iii) Mag. Philipp Stossier, lawyer
Stossier Heitzinger Rechtsanwälte
Dragonerstrasse 54, 4600 Wels, Austria
Tel +43-7242-42605
Fax +43-7242-42605 20
e-mail kanzlei@stossier.eu
- (iv) Dr. Christian Temmel, MBA, lawyer
c/o DLA Piper Weiss-Tessbach Rechtsanwälte GmbH
Schottenring 14, 1010 Vienna, Austria
Tel +43 1 531781505
Fax +43 1 5335252
e-mail address christian.temmel@dlapiper.com

Each shareholder can choose one of the above persons as their special voting proxy and grant them this authorization.

In accordance with Section 3 (4) of the Austrian COVID-19 Company Law Regulation, the granting of authorization to another person is not permitted and is therefore void.

Shareholders are recommended to contact their authorized special voting proxy promptly if their authorized special voting proxy is to be instructed to file a motion or raise an objection to one or more items of the agenda at the virtual Annual General Meeting.

A special authorization form is available on the company's website, **www.rosenbauer.com, under "Investor Relations" and "Annual General Meeting"**. Please read this authorization form very carefully and also the FURTHER INFORMATION ON THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG, IN PARTICULAR AS REGARDS THE AUSTRIAN COVID-19 COMPANY LAW REGULATION, THE PROCEDURE OF THE ANNUAL GENERAL MEETING AND INFORMATION ON SHAREHOLDERS' DATA PROTECTION, which is available on the Internet at **www.rosenbauer.com, under "Investor Relations" and "Annual General Meeting"**.

In your own interests, the **authorizations** should **be received** at the e-mail address shown for your voting proxy by no later than **May 8, 2020, 4:00 p.m.**, CEST, Vienna time:

- (i) vollmacht.rosenbauer.ecker@hauptversammlung.at
- (ii) vollmacht.rosenbauer.nauer@hauptversammlung.at
- (iii) vollmacht.rosenbauer.stossier@hauptversammlung.at
- (iv) vollmacht.rosenbauer.temmel@hauptversammlung.at

This form of transmission ensures that your chosen voting proxy, but not the other voting proxies, has direct access to the authorization. This notwithstanding, the other communication channels for sending authorizations, as set out precisely in section IV of this invitation, are also available to you.

However, the presentation of an authorization in person at the venue is expressly prohibited.

The following communication channels and addresses are available for sending authorizations:

By mail or courier	Rosenbauer International AG Investor Relations attn. Tiemon Kiesenhofer Paschinger Strasse 90 4060 Leonding □ Austria
By fax	+ 43 (0) 1 8900 500 49
By e-mail	anmeldung.rosenbauer@hauptversammlung.at (please provide authorizations in PDF format)
By SWIFT	GIBAATWGGMS (Message Type MT598 or MT599, ISIN AT0000922554 must be specified in text)

However, in the interests of ensuring proper processing, please always use the forms provided.

Details on the authorization of proxies, particularly on the text form and on the content of the proxy, are set out in the proxy form provided to the shareholders.

The above provisions on the granting of proxies apply with the corresponding changes for revoking proxies.

VI. INFORMATION ON SHAREHOLDER RIGHTS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG

1. Additions to the agenda by shareholders in accordance with section 109 AktG

Shareholders whose shares individually or jointly amount to 5% of the share capital and who have held these shares for at least three months prior to filing the motion can submit a written request for **items to be added to the agenda** of this Annual General Meeting and published, provided that such written request is received by the company by mail or courier by no later than **April 20, 2020** (12:00 midnight, CEST, Vienna time), at the following address only: Tiemon Kiesenhofer, Investor Relations, Paschinger Strasse 90, 4060 Leonding, Austria. Each agenda item thus requested must be accompanied by a proposed resolution and a statement of grounds. However, the agenda item and the proposed resolution, but not the statement of grounds, must also be written in German. Proof of share ownership must be presented in the form of a deposit certificate in accordance with section 10a AktG, which confirms that the shareholders filing the motion have held the shares for at least three months prior to filing the motion and which is no more than seven days old at the time of its presentation to the company. Multiple deposit certificates that only jointly amount to a shareholding of 5% must refer to the date and time. Please refer to the information on eligibility to attend (Item IV) regarding the other requirements of the deposit certificate.

2. Resolutions proposed for the agenda by shareholders in accordance with section 110 AktG

Shareholders whose shares individually or jointly amount to 1% of the share capital can submit **proposals for resolutions** in written or electronic form in accordance with section 13(2) AktG with grounds for each item of the agenda of this Annual General Meeting and request that such proposals be published on the company's website as listed in the commercial register together with the names of the shareholders concerned, the accompanying statement of grounds and any opinion of the Executive Board or the Supervisory Board, provided that this request is received by the company in written or electronic form in accordance with section 13(2) AktG by no later than **April 29, 2020** (12:00 midnight, CEST, Vienna time), sent either by fax to +43 (0)732 6794 89 or to Tiemon Kiesenhofer, Investor Relations, Paschinger Strasse 90, 4060 Leonding, Austria, or by e-mail to ir@rosenbauer.com, whereby the request in written or electronic form must be attached to the e-mail, e.g. as a PDF. If written or electronic form in accordance with section 13(2) AktG is required for declarations, the declaration must be made in a document or in some other manner suitable for permanent reproduction in writing, the person making the declaration must be named and the end of the declaration must be clearly shown by reproduction of the signature or some other method. However, the proposed resolution, but not the statement of grounds, must also be written in German.

Proof of share ownership must be presented in the form of a deposit certificate in accordance with section 10a AktG, which must be no more than seven days old at the time of its presentation to the company. Please refer to the information on eligibility to attend (Item IV) regarding the other requirements of the deposit certificate.

3. Shareholders' right to information in accordance with section 118 AktG

At the Annual General Meeting, on request, each shareholder is entitled to receive information on company matters to the extent that this is required for proper assessment of an agenda item. The obligation to provide information also extends to the legal relationships of the company with an affiliated company, and to the position of the Group and of the companies included in the consolidated financial statements.

Such information can be refused if, according to sound business judgment, it has the potential to cause a considerable disadvantage to the company or an affiliated company or if its disclosure would cause liability to prosecution.

It is expressly noted that, even in a virtual annual general meeting, the right to information in accordance with section 118 AktG can also be exercised by shareholders themselves during the Annual General Meeting.

This notwithstanding, shareholders are asked to send all **questions in written or electronic form** by e-mail to fragen.hauptversammlung@rosenbauer.com in due time to **be received** by the company by no later than the second working day before the Annual General Meeting, i.e. Thursday, **May 7, 2020**.

This enables the Executive Board to prepare as much as possible and to answer your questions promptly at the Annual General Meeting.

Please use the question form available on the company's website, www.rosenbauer.com, under "Investor Relations" and "Annual General Meeting".

We draw your attention to the FURTHER INFORMATION ON THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG, IN PARTICULAR AS REGARDS THE AUSTRIAN COVID-19 COMPANY LAW REGULATION, THE PROCEDURE OF THE ANNUAL GENERAL MEETING AND INFORMATION ON SHAREHOLDERS' DATA PROTECTION available on the company's website at www.rosenbauer.com under "Investor Relations" and "Annual General Meeting".

4. Motions by shareholders at the Annual General Meeting in accordance with section 119 AktG

Each shareholder – regardless of the size of their shareholding – is entitled to have motions filed by their special voting proxy on each item of the agenda at the Annual General Meeting. The requirements for this are proof of eligibility to attend in accordance with this invitation and the granting of corresponding authorization to a special voting proxy in accordance with item V. of this invitation.

We draw your attention to the FURTHER INFORMATION ON THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG, IN PARTICULAR AS REGARDS THE AUSTRIAN COVID-19 COMPANY LAW REGULATION, THE PROCEDURE OF THE ANNUAL GENERAL MEETING AND INFORMATION ON SHAREHOLDERS' DATA PROTECTION available on the company's website at www.rosenbauer.com under "Investor Relations" and "Annual General Meeting".

5. Information on the Website

Further information on these shareholder rights in accordance with sections 109, 110, 118 and 119 AktG and the Austrian COVID-19 Company Law Regulation is available on the company's website at www.rosenbauer.com under "Investor Relations" and "Annual General Meeting".

6. Information for shareholders on data processing

Rosenbauer International AG processes **personal data** of its shareholders (in particular, data in accordance with section 10a(2) AktG, i.e. name, address, date of birth, securities account number, number of shares held by the shareholder, share class (if applicable), voting card number and the name and date of birth of the authorized representative) on

the basis of the applicable data protection provisions, in particular the **European General Data Protection Regulation** (GDPR) and the *Datenschutzgesetz* (**Austrian Data Protection Act**), to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of shareholders' personal data is necessary for their and their representatives' participation at the Annual General Meeting in accordance with the Austrian Stock Corporation Act. The legal basis for processing is therefore **Article 6(1c) GDPR**.

Rosenbauer International AG is the **controller** for this processing. Rosenbauer International AG uses external **service providers**, such as notaries, lawyers, banks and IT service providers, to organize the Annual General Meeting. These service providers receive from Rosenbauer International AG only the personal data that is required for the execution of the commissioned service, and they process the data exclusively according to the instructions of Rosenbauer International AG. To the extent legally necessary, Rosenbauer International AG has entered into a **data protection agreement** with these service providers.

If a shareholder participates in the Annual General Meeting, all shareholders present or their representatives, the members of the Executive Board and Supervisory Board, the notary, and all other persons with a legal right to participate can inspect the **list of participants** (section 117 AktG) and thereby see the personal data (including name, place of residence, form of shareholding) entered in it. Rosenbauer International AG is also required by law to submit personal shareholder data (in particular, the list of participants) to the **commercial register** as part of the notarized minutes (section 120 AktG).

Shareholder information is anonymized and deleted as soon as it is no longer necessary for the purposes for which it was collected/processed and unless other legal obligations require further storage. In particular, **verification and retention requirements** arise from commercial, stock corporation and takeover law, from fiscal and tax law and money laundering regulations. If legal claims are made by shareholders against Rosenbauer International AG or, conversely, by Rosenbauer International AG against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with legal proceedings before civil courts, this can lead to the storage of data for the duration of the limitation period plus the duration of the legal proceedings until its final legal termination.

Every shareholder has a **right to information, rectification, limitation, objection and erasure** at any time regarding the processing of his or her personal data and a right to **data portability** in accordance with Chapter III of the General Data Protection Regulation. Shareholders can claim these rights against Rosenbauer International AG free of charge at the e-mail address dataprivacy@rosenbauer.com or the following **contact details**:

Rosenbauer International AG
c/o Marinko Kvesic
Paschinger Strasse 90
4060 Leonding □ Austria

In addition, shareholders have the **right to file complaints** with the **data protection supervisory authority** in accordance with Article 77 GDPR.

Further information on data protection can be found in the privacy policy on the website of Rosenbauer International AG www.rosenbauer.com.

VII. FURTHER INFORMATION AND NOTES

1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the share capital of the company amounts to € 13,600,000 and is divided into 6,800,000 no-par value shares. Each share confers one vote. The total number of voting rights as of the time of convening the Annual General Meeting is thus 6,800,000. At the time of convening the Annual General Meeting, the company does not directly or indirectly hold any treasury shares.

2. Streaming the Annual General Meeting on the Internet

The Annual General Meeting will be broadcast completely on the Internet.

All shareholders of the company can watch the Annual General Meeting on the Internet under **www.rosenbauer.com** from around 10:00 a.m. on **May 11, 2020**.

As the Annual General Meeting will be streamed on the Internet, all shareholders who wish to will have the chance to watch the Annual General Meeting in real time via this audio-visual connection, including the presentation by the Executive Board and the fielding of shareholders' questions.

For information on the procedure of the Annual General Meeting, please refer to the FURTHER INFORMATION ON THE RIGHTS OF SHAREHOLDERS IN ACCORDANCE WITH SECTIONS 109, 110, 118 AND 119 AKTG, IN PARTICULAR AS REGARDS THE AUSTRIAN COVID-19 COMPANY LAW REGULATION, THE PROCEDURE OF THE ANNUAL GENERAL MEETING AND INFORMATION ON SHAREHOLDERS' DATA PROTECTION available on the company's website at www.rosenbauer.com under "Investor Relations" and "Annual General Meeting".

Leonding, in April 2020

The Executive Board