

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

**Resolutions Proposed by the Executive Board and Supervisory Board
for the 27th Annual General Meeting
May 23, 2019**

- 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 2018 financial year**

Since the submission of the above documents is used only to inform the Annual General Meeting, there will be no resolution regarding this agenda item.

The 2018 annual financial statements have already been endorsed by the Supervisory Board, and thus adopted.

- 2. Resolution for the appropriation of profits**

The Executive Board and Supervisory Board propose the following appropriation of the net retained profits of € 8,627,462.10, as reported in the annual financial statements adopted on December 31, 2018:

- | | |
|--|----------------|
| (i) Distribution of a dividend of € 1.25 (2017: € 1.00) per value share entitled to dividend, i.e. as the total amount of the dividend | € 8,500,000.00 |
| (ii) Carryforward of the balance of
to new account | € 127,462.10 |

The dividend will be paid out on May 29, 2019.

- 3. Resolution on the discharge of the members of the Executive Board for the 2018 financial year**

The Executive Board and Supervisory Board propose a resolution to discharge the members of the Executive Board incumbent in the 2018 financial year for this period.

- 4. Resolution on the discharge of the members of the Supervisory Board for the 2018 financial year**

The Executive Board and Supervisory Board propose a resolution to discharge the members of the Supervisory Board incumbent in the 2018 financial year for this period.

5. Selection of the auditor and Group auditor for the 2019 financial year

Based on the recommendation of the Audit Committee, the Supervisory Board resolved to propose that the Annual General Meeting appoint Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, as auditor and Group auditor for the financial year from January 1, 2019, through December 31, 2019.

The Supervisory Board proposes that Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, be appointed as auditor and Group auditor for the financial year from January 1, 2019, through December 31, 2019.

6. Election of a member to the Supervisory Board

The term of office of Mag. Rainer Siegel, MBA, will end after the Annual General Meeting to be held on May 23, 2019.

In accordance with Article 9 (2) of the Articles of Association, the Supervisory Board consists of four members elected by the Annual General Meeting and two employee representatives delegated in accordance with the provisions of the Austrian Work Organization Act (ArbVG).

The Supervisory Board previously consisted of four members elected by the Annual General Meeting. As a result, Rosenbauer International AG does not apply the provisions governing the minimum proportion of shares pursuant to Section 86 (7) of the Austrian Stock Corporation Act (AktG).

At the next Annual General Meeting, it is necessary to elect one member in order to reach this number again.

The Supervisory Board proposes to elect Mag. Rainer Siegel, MBA, born in 1963, to the Supervisory Board with effect from the end of this Annual General Meeting and – in accordance with Article 9 (3) of the Articles of Association and Article 87 (7) AktG – until the end of the Annual General Meeting that resolves to discharge him for the 2023 financial year.

Mag. Rainer Siegel, MBA, has submitted a statement in accordance with Section 87 (2) AktG which is also available on the company's website.

In the election, the Annual General Meeting is under an obligation to heed nominations in the manner below. Nominations for the election of Supervisory Board members, including statements in accordance with Section 87 (2) AktG for each nominated person, must be made available on the company's website by **May 16, 2019**, at the latest, failing which the person concerned may not be included in the voting. This also applies to nominations by shareholders in accordance with Section 110 AktG, which the company must receive in text form by no later than **May 14, 2019**; with regard to the details and requirements for taking such nominations into account, reference is made to the "Information on the rights of shareholders pursuant to Sections 109, 110, 118 and 119 AktG/Resolutions proposed by shareholders pursuant to Section 110 AktG."

7. Resolution on the remuneration of members of the Supervisory Board

The Executive Board and Supervisory Board propose that the following remuneration of the members of the Supervisory Board elected to the Annual General Meeting should be determined using a resolution of the Annual General Meeting until further notice:

a) as fixed remuneration:

- for the Chairman, fixed remuneration of € 33,000.00 per year,
- for the Deputy Chairman, fixed remuneration of € 28,000.00 per year,
- for all other elected members, fixed remuneration of € 23,000.00 each per year,
- for each member of a committee, additional fixed remuneration of € 5,000.00 per committee per year,

b) as variable remuneration:

from the EBT of the income statement of the Rosenbauer Group for full attainment of the target set for the year

- for the Chairman and Deputy Chairman, variable remuneration of € 40,000 per year,
- for all other elected members, variable remuneration of € 30,000 each per year,

For the Chairman and Deputy Chairman as well as for all other elected members in the event of the actual EBT for the financial year deviating from the target set for the year:

- In the event of a negative deviation, a discount on variable remuneration of **1 EUR per 1,000 EUR deviation in EBT for the chairman and deputy, and 0.75 EUR per 1,000 EUR deviation in EBT for every further elected member.**
- In the event of a positive deviation up to € 5 million a premium on variable remuneration of **1 EUR per 1,000 EUR deviation in EBT for the chairman and deputy, and 0.75 EUR per 1,000 EUR deviation for every further elected member.** In the event the target is exceeded by more than € 5 million, there is a premium on variable remuneration of **0.4 EUR per 1,000 EUR deviation in EBT for the chairman and the deputy, and 0.3 EUR per 1,000 EUR deviation in EBT for every further elected member.**

8. Resolution on the authorization of the Executive Board

a) to acquire treasury shares in accordance with Section 65 (1) item 4 and item 8 and (1a) and (1b) of the Austrian Stock Corporation Act (AktG) either on or off the stock exchange up to 10% of the share capital while also disapplying the pro rata right of sale as is permitted in such an acquisition (reverse disapplication of shareholders' pre-emptive subscription rights),

b) to resolve, in accordance with Section 65 (1b) AktG, to sell or use treasury shares by a method of sale other than via the stock exchange or by way of a public offer

by analogy with the regulations on the disapplication of shareholders' pre-emptive subscription rights,

c) to reduce the share capital by withdrawing these treasury shares without a further resolution of the Annual General Meeting

At the Annual General Meeting of Rosenbauer International AG held on May 20, 2016, a resolution was passed with respect to item 7 of the agenda authorizing the Executive Board to acquire treasury shares in accordance with Section 65 AktG.

This authorization expired on November 20, 2018. The Executive Board is also to be authorized to acquire treasury shares in the future.

The Executive Board and the Supervisory Board therefore propose that the Annual General Meeting grant a new authorization with respect to item 7 of the agenda of the Annual General Meeting of Rosenbauer International AG to be held on May 23, 2019, thereby resolving the following:

- a) In accordance with Section 65 (1) items 4 and 8 as well as (1a) and (1b) AktG, the Executive Board is authorized to acquire no-par value bearer shares in the company up to 10% of the share capital of the company for a period of 30 months from May 23, 2019, i.e. until November 22, 2021; these shares can be bought either on or off the stock exchange, though the lowest consideration paid cannot be more than 20% less and the highest consideration paid cannot be more than 10% more than the average closing market price on the last 3 exchange days before the acquisition of the shares. Trading in treasury shares is precluded as the purpose of the acquisition. The authorization may be exercised in full or in part or in several installments and in the pursuit of one or more purposes by the company, by a subsidiary (Section 228 (3) of the Austrian Commercial Code (UGB)), or by third parties acting for the account of the company.
- b) The Executive Board of Rosenbauer International AG may resolve to acquire the shares on the stock exchange, but the Supervisory Board must subsequently be notified of this resolution. An acquisition off the stock exchange requires the prior approval of the Supervisory Board. An acquisition off the stock exchange may also be carried out while disapplying the pro rata right of sale (reverse disapplication of shareholders' pre-emptive subscription rights).
- c) For a period of five years from May 23, 2019, the Executive Board is authorized, in accordance with Section 65 (1b) AktG, with the approval of the Supervisory Board, to resolve to sell or use treasury shares by a method of sale other than via the stock exchange or by way of a public offer by analogy with the regulations on the disapplication of shareholders' pre-emptive subscription rights, and to determine the conditions of sale. The authorization may be exercised in full or in part or in several installments and in the pursuit of one or more purposes by the company, by a subsidiary (Section 228 (3) UGB),

or by third parties acting for the account of the company, in particular (i) for the purpose of implementing an employee participation program, including for members of the Executive Board and executive employees, or a share option scheme for employees, including members of the Executive Board and executive employees of either the company or of companies affiliated with it, or (ii) as consideration for the acquisition of companies, businesses, business divisions or shares in one or more domestic or foreign companies.

- d) The Executive Board is also authorized, with the approval of the Supervisory Board, to reduce the share capital if necessary by withdrawing these treasury shares without a further resolution of the Annual General Meeting in accordance with Section 65 (1) item 8 last sentence in conjunction with Section 122 AktG. The Supervisory Board is authorized to resolve amendments to the Articles of Association arising from the withdrawal of shares.

We also refer to the report of the Executive Board in accordance with Section 65 (1b) AktG in conjunction with Section 170 (2) AktG and Section 153 (4) second sentence AktG regarding this agenda item.

Leonding, April 2019

The Executive Board / The Supervisory Board