

Rosenbauer International AG
Leonding, FN 78543 f
ISIN AT0000922554

Convening of the ordinary Annual General Meeting

We hereby invite our shareholders to the

25th Annual General Meeting of
Rosenbauer International AG

on **Thursday, May 18, 2017 at 10:00 a.m.**,
at Börsesälen Wien, Wipplingerstrasse 34, 1010 Vienna, Austria.

I. AGENDA

1. Presentation of the annual financial statements including the management report, the proposal for the appropriation of profits, the corporate governance report, the consolidated financial statements including the Group management report and the Supervisory Board report for the 2016 financial year
2. Resolution on the appropriation of net retained profits
3. Resolution on the discharge of the members of the Executive Board for the 2016 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2016 financial year
5. Election of the auditor and Group auditor for the 2017 financial year
6. Election of a Supervisory Board member

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

In particular, the following documents will be available on the company's website at www.rosenbauer.com from **April 27, 2017** at the latest:

- Annual financial statements and management report,
- Corporate governance report,
- Consolidated financial statements and Group management report,
- Proposal for the appropriation of profits,
- Report of the Supervisory Board,

In each case for the 2016 financial year;

- Proposed resolutions on agenda items 2–6,
- Statement of the candidate for election to the Supervisory Board under item 6 of the agenda in accordance with Section 87 (2) AktG, along with a résumé,
- Forms for granting a proxy,
- Form for revoking a proxy,
- Full text of this Convening of the Annual General Meeting.

III. REFERENCE DATE AND PREREQUISITES FOR ATTENDANCE AT THE ANNUAL GENERAL MEETING

Eligibility to attend the Annual General Meeting and exercise voting and other shareholder rights to be asserted in the context of the Annual General Meeting is based on shareholding as at the end of **May 8, 2017** (reference date).

Only those who are shareholders on this reference date and provide proof of this to the company are eligible to attend the Annual General Meeting.

For proof of shareholding on the reference date, a deposit certificate pursuant to Section 10a AktG must be received by the company no later than **May 15, 2017** (12:00 midnight), exclusively by one of the following communication channels and addresses:

- (i) For delivery of the deposit certificate in written form

- By mail or courier: Rosenbauer International AG
Investor Relations
For attn. Ms. Gerda Königstorfer,
Paschinger Strasse 90
4060 Leonding □ Austria
- By e-mail: an electronic document in PDF format with a qualified electronic signature
anmeldung.rosenbauer@hauptversammlung.at
- By SWIFT: GIBAATWGGMS
(Message Type MT598 or , absolutely necessary to specify
ISIN AT0000922554 in text)
- (ii) For delivery of the deposit certificate in text form, which is permitted under § 17
(3) of the Articles of Association
- By fax: + 43 (0) 1 8900 500 49
- By e-mail: anmeldung.rosenbauer@hauptversammlung.at
(Deposit certificates can be considered in PDF format.)

Shareholders are asked to contact their custodian bank and arrange for the issuance and delivery of a deposit certificate.

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

Deposit Certificate Pursuant to 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 customarily 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,
- Time 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 8, 2017** (12:00 midnight CEST, Vienna time).

The deposit certificate will be accepted in German or in English.

Proof of Identity

The shareholders and their proxies are asked to have valid official photo identification ready for inspection when registering.

IV. OPTION OF APPOINTING A REPRESENTATIVE AND PROCEDURE TO BE COMPLIED WITH

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 III of this convocation, has the right to appoint a proxy who may attend the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder he or she represents.

The proxy must be granted to a specific person (natural person or legal entity) in text form (Section 13(2) AktG); it is also possible to authorize several persons.

It is possible to grant a proxy both before and during the Annual General Meeting.

We offer the following channels for the delivery of proxies:

- By mail or courier: Rosenbauer International AG
Investor Relations
For attn. Ms. Gerda Königstorfer,

Paschinger Strasse 90
 4060 Leonding, Austria
 + 43 (0) 1 8900 500 49
 By fax: anmeldung.rosenbauer@hauptversammlung.at (Proxies
 By e-mail: can be considered in PDF format.)

The proxies must be received at one of the above addresses by May 17, 2017, 4:00 p.m. at the latest, if they will not be turned in at the entry and exit control of the Annual General Meeting on the day of the Annual General Meeting.

A proxy form and a form for revoking the proxy are available from the company's website at www.rosenbauer.com. In the interest of ensuring that these are processed smoothly, we ask that you 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.

If the shareholder has issued a proxy for his custodian bank (Section 10a AktG), it shall be sufficient for it to submit the declaration that a proxy has been granted to it in addition to the deposit certificate via the route provided for its delivery to the company.

Shareholders can personally exercise their rights in the Annual General Meeting even after issuing a proxy. Appearance in person is considered a revocation of any previously issued proxy.

The above provisions on the granting of a proxy shall apply analogously for revoking the proxy.

Independent Voting Proxy

As an additional service, **Dr. Johannes Freiler-Waldburger, General Counsel and Group Compliance Officer**, is available to shareholders as an independent proxy to exercise voting rights at the Annual General Meeting in accordance with instructions. A special proxy form for authorizing Dr. Johannes Freiler-Waldburger is available on the company's website at www.rosenbauer.com and must be received by the company at one of the aforementioned addresses for submitting proxies (fax, e-mail, mail) only. It is also possible to contact Dr. Johannes Freiler-Waldburger, General Counsel and Group Compliance Officer, directly by telephone on +43 (732) 6794-5316 or e-mail at Johannes.Freiler-Waldburger@rosenbauer.com.

The shareholder must issue instructions to Dr. Johannes Freiler-Waldburger as to how he (or any sub-representative authorized by Dr. Johannes Freiler-Waldburger) must exercise the voting right. Dr. Johannes Freiler-Waldburger will vote exclusively in accordance with instructions given by the respective shareholder. The proxy is invalid without explicit instructions. Please note that the proxy will not accept instructions to speak, raise objections to resolutions of the Annual General Meeting, or to ask questions or file motions.

Guests

The Annual General Meeting is the primary body of a stock corporation, since it is the forum for the owners of the company – the shareholders. For this reason, we ask for your understanding of the fact that we cannot make the Annual General Meeting into an event for guests, as much as we appreciate such interest. The participation of guests is thus only possible after prior registration. Please contact the Investor Relations Team with any inquiries (tel.: 0043 732 6794 402, e-mail: ir@rosenbauer.com).

We ask for your understanding that, due to the historically large number of participants at our Annual General Meeting, for organizational reasons in connection with the preparation of the buffet per deposit certificate, it is generally only possible for a maximum of two persons (one shareholder and one proxy, or two proxies instead of the shareholder) to be admitted.

V. NOTES ON THE RIGHTS OF SHAREHOLDERS PURSUANT TO SECTIONS 109, 110, 118 AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG – AKTIENGESETZ)

1. Additions to the Agenda by Shareholders Under Section 109 AktG

Shareholders whose combined shares total 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 announced, provided that such written request is received by the company via mail or courier no later than **April 27, 2017** (12:00 midnight), at the following address only: Gerda Königstorfer, Investor Relations Department, Paschinger Strasse 90, 4060 Leonding, Austria. Each agenda item thus requested must be accompanied by a proposed resolution and a statement of grounds. Proof of share ownership must be presented in the form of a deposit certificate pursuant to 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. Please refer to the information on eligibility to attend (Item III) regarding the other requirements of the deposit certificate.

2. Resolutions Proposed for the Agenda by Shareholders Under Section 110 AktG

Shareholders whose combined shares total 1% of the share capital may submit written **proposals for resolutions** plus grounds for each item on the agenda of this Annual General Meeting and request that such proposals be made available on the company's website listed in the company register along with the names of the shareholders concerned, the accompanying statement of grounds and any opinion of the Executive Board or the Supervisory Board, provided this request is received by the company in text form by **May 9, 2017** (12:00 midnight) at latest, either by fax to +43 (0)732 6794 - 89 or to Gerda Königstorfer, Investor Relations Department, Paschinger Strasse 90, 4060 Leonding, Austria, or by e-mail to ir@rosenbauer.com, whereby the request in text form must be attached to the e-mail, e.g. as a PDF.

In the case of a **nomination for the election of a Supervisory Board member**, the statement of the nominated person pursuant to Section 87 (2) AktG must be submitted instead of the statement of grounds.

Proof of share ownership must be presented in the form of a deposit certificate pursuant to Section 10a AktG, which is 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 III) regarding the other requirements of the deposit certificate.

3. Shareholders' Right to Information Under Section 118 AktG

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

Such information may 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.

The Chairman of the Annual General Meeting can appropriately restrict the shareholders' rights to speak and ask questions in terms of time pursuant to Section 19 (2) of the Articles of Association. He can order general and individual restrictions on speaking and questioning times, particularly at the beginning of, but also during, the Annual General Meeting.

Requests for information at the Annual General Meeting are generally to be made verbally, but are also acceptable in writing.

Questions whose answers require longer preparation may be submitted in writing to the Executive Board in good time prior to the Annual General Meeting in order to ensure that the meeting runs efficiently. The questions may be submitted to the company by fax to +43 (0)732 6794 - 89 or by e-mail to ir@rosenbauer.com.

4. Motions by Shareholders at the Annual General Meeting Under Section 119 AktG

Each shareholder – irrespective of the size of their shareholding – is entitled to file motions on each item of the agenda at the Annual General Meeting. If multiple motions are submitted for one item on the agenda, the Chairman shall specify the sequence of voting pursuant to Section 119 (3) AktG. However, the prompt submission of a proposed resolution in accordance with Section 110 AktG is a mandatory requirement in the case of a **shareholder nomination for the election of a Supervisory Board member**: persons may only be nominated for election to the Supervisory Board (agenda item 6) by shareholders who together hold at least 1% of the share capital. Such nominations must be received by the company in the manner described above (Item V (2)) by **May 9, 2017**, at the latest. Each nomination must be accompanied by a statement from the nominated person in accordance with Section 87 (2) AktG regarding their professional qualifications, their professional or comparable positions and any circumstances that could give rise to concerns regarding impartiality. Otherwise, the shareholder nomination for the election of a Supervisory Board member may not be taken into consideration in the vote.

5. Information on the Website

More detailed information on these shareholder rights pursuant to Sections 109, 110, 118 and 119 AktG is available on the company's website at www.rosenbauer.com.

VI. FURTHER INFORMATION AND NOTES

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 thus amounts to 6,800,000 voting rights. At the time of convening the Annual General Meeting, the company does not directly or indirectly hold any treasury shares.

Leonding, April 2017

The Executive Board