

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

## **Convening the Ordinary Annual General Meeting**

We hereby invite our shareholders to the

27. Ordinary Annual General Meeting of  
Rosenbauer International AG

on **Thursday, May 23, 2019, at 10 a.m.**,  
in Palais Ferstel, Ferstelpassage, Freyung 2, 1010 Vienna.

### **I. 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 2018 financial year
2. Resolution for the appropriation of profits
3. Resolution for official approval of the actions of the members of the Executive Board for the 2018 financial year
4. Resolution for official approval of the actions of the members of the Supervisory Board for the 2018 financial year
5. Selection of the auditor and Group auditor for the 2019 financial year
6. Election of a member to the Supervisory Board
7. Resolution on the remuneration of members of the Supervisory Board
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.

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

In particular, the following documents will be available on the company's website listed in the company register at [www.rosenbauer.com](http://www.rosenbauer.com) no later than **May 2, 2019**:

- 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 2018 financial year;
- Resolution proposals for agenda items 2 through 8,
- Candidate statement for election to the Supervisory Board regarding agenda item 6 pursuant to § 87 (2) AktG (Austrian Stock Corporation Act), incl. resume,

- 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 agenda item 8 – disapplication or reverse disapplication of shareholders' preemptive subscription rights, acquisition of treasury shares,
- Forms for issuing proxies,
- Forms for revoking proxies,
- Complete text of this convocation.

### 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 at the Annual General Meeting is based on shareholding at the end of **May 13, 2019** (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 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 20, 2019** (12:00 midnight CEST), exclusively by one of the following communication channels and addresses:

- |      |   |
|------|---|
| (i)  | for delivery of the deposit certificate in text form, which is permitted under § 17 (3) of the Articles of Association<br>By fax: + 43 (0) 1 8900 500 49<br>By e-mail: anmeldung.rosenbauer@hauptversammlung.at<br>(Deposit certificates as a PDF)  |
| (ii) | for delivery of the deposit certificate in written form<br>By mail or courier: Rosenbauer International AG<br>Investor Relations<br>Attn. Tiemon Kiesenhofer<br>Paschinger Straße 90<br>4060 Leonding, Austria<br>By SWIFT: GIBAATWGGMS<br>(Message Type MT598 or MT599, absolutely necessary to specify ISIN AT0000922554 in text) |

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 entitlements.

#### Deposit Certificate Pursuant to § 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 13, 2019** (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.

If you come to the Annual General Meeting as an authorized representative, please take your power of attorney with you in addition to your official photo ID. If the original copy of the power of attorney was already sent to the company, having a copy of the power of attorney with you facilitates your access.

Rosenbauer International AG reserves the right to determine the identity of persons appearing at the meeting. If identification is not possible, entrance may be denied.

#### **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 (§ 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 and addresses for the delivery of proxies:

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:	<a href="mailto:anmeldung.rosenbauer@hauptversammlung.at">anmeldung.rosenbauer@hauptversammlung.at</a> (Proxies as a PDF)

Proxies must be received at one of the above addresses by **May 22, 2019**, 4:00 p.m. CEST, Vienna time, at the latest, if they are not to be turned in at the entry and exit control of the Annual General Meeting on the day of the Annual General Meeting.

Proxy forms and forms for revoking the proxy are available from the company's website at [www.rosenbauer.com](http://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 a shareholder has issued a proxy to his custodian bank (§ 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 proxies shall apply analogously for revoking proxies.

### **Independent Voting Proxy**

As a special service, **Claudia Zehetner** is available to stockholders as an independent voting proxy bound by shareholders' instructions for exercising their voting right at the Annual General Meeting. A special proxy form is available on the company's website at [www.rosenbauer.com](http://www.rosenbauer.com) to authorize Claudia Zehetner. This special proxy form must be submitted to the company only to one of the addresses above (fax, e-mail, or mail) for sending proxies. Claudia Zehetner can also be directly contacted by telephone at +43 (732) 6794-3939 or by e-mail at [claudia.zehetner@rosenbauer.com](mailto:claudia.zehetner@rosenbauer.com).

The shareholder must issue Claudia Zehetner instructions about how the proxy (or, if necessary, a sub-representative authorized by Claudia Zehetner) must exercise the right to vote. Claudia Zehetner will exercise the right to vote only based on the instructions that the shareholder issues. The proxy is invalid without explicit instructions. Please note that the voting proxy does not accept any instructions for requests to speak, raising objections to resolutions of the Annual General Meeting, for asking questions or for 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 2354, e-mail: [ir@rosenbauer.com](mailto:ir@rosenbauer.com)).

We ask for your understanding that 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 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.

## **V. INFORMATION ON SHAREHOLDER RIGHTS UNDER §§ 109, 110, 118 AND 119 AKTG**

### **1. Additions to the Agenda by Shareholders Under § 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 in written form by the company via mail or courier no later than **May 2, 2019** (12:00 midnight, CEST Vienna time), at the following address only: Tiemon Kiesenhofer, 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 § 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 § 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 14, 2019** (12:00 midnight, CEST, Vienna time) at the latest, either by fax to +43 (0)732 6794 - 89 or to Tiemon Kiesenhofer, Investor Relations Department, Paschinger Strasse 90, 4060 Leonding, Austria, or by e-mail to [ir@rosenbauer.com](mailto: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 § 87 (2) AktG must be submitted instead of the statement of grounds. 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) AktG.

Proof of share ownership must be presented in the form of a deposit certificate pursuant to § 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 § 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 § 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 for which 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. Questions may be submitted to the company by fax to +43 (0)732 6794 - 89 or by e-mail to [ir@rosenbauer.com](mailto:ir@rosenbauer.com).

### **4. Motions by Shareholders at the Annual General Meeting Under § 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 § 119 (3) AktG.

However, the prompt submission of a proposed resolution pursuant to § 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 14, 2019**, at the latest. Each nomination must be accompanied by a statement from the nominated person pursuant to § 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.

The Supervisory Board previously consisted of four members elected by the Annual General Meeting. As a result, Rosenbauer International AG **does not apply the provi-**

**sions governing the minimum proportion of shares pursuant to Section 86 (7) AktG.**

#### **5. Information on the Website**

More detailed information on these shareholder rights under §§ 109, 110, 118 and 119 AktG is available on the company's website at [www.rosenbauer.com](http://www.rosenbauer.com).

#### **6. Information on the data protection of shareholders**

Rosenbauer International AG processes **personal data** of the shareholders (in particular, data according to Section 10a (2) AktG – these are name, address, date of birth, number of the securities account, number of shares of the shareholder, share class (if applicable), number of the voting card, and name and date of birth of the shareholder (if applicable) or the authorized representative) on the basis of the applicable data protection provisions, in particular the **European General Data Protection Regulation (GDPR)** and the Austrian **Data Protection Act (Datenschutzgesetz)** – in order to enable the shareholders to exercise their rights at the Annual General Meeting.

The processing shareholders' personal data is mandatory for their and their representatives' participation at the Annual General Meeting in accordance with the AktG. Therefore, the legal basis for processing is **Article 6(1c) GDPR**.

For this processing, Rosenbauer International AG is the **controller**. 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 attends 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 may inspect the **list of attendees** (Section 117 AktG) and thereby see the personal data (including name, place of residence, shareholding structure) contained within. Rosenbauer International AG is also required by law to submit personal shareholder data (in particular, the list of attendees) to the **company register** as part of the notarial protocol (Section 120 AktG).

Shareholder information will be anonymized or deleted as soon as it is no longer necessary for the purposes for which it was collected and/or 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 as well as 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 may lead to the storage of data during 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, opposition, and erasure** at any time regarding the processing of personal data as well as a right to **data portability** in accordance with Chapter III of the GDPR. Shareholders may claim these rights from Rosenbauer International AG free of charge via the e-mail address [dataprivacy@rosenbauer.com](mailto:dataprivacy@rosenbauer.com) or via the following **contact details**:

Rosenbauer International AG  
c/o Marinko Kvesic

Paschinger Strasse 90  
4060 Leonding, Austria

In addition, shareholders have the **right of appeal** to the **data protection supervisory authority** pursuant to 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](http://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, in April 2019

The Executive Board