

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

## **Convening of the Annual General Meeting**

We hereby invite our shareholders to the

24<sup>th</sup> Annual General Meeting of  
Rosenbauer International AG

**on Friday, May 20, 2016 at 10:00 a.m.,  
at Palais Kaufmännischer Verein, Bismarckstrasse 1-3/Landstrasse 49, 4020  
Linz, Austria.**

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 2015 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 2015 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2015 financial year
5. Election of the auditor and Group auditor for the 2016 financial year
6. Election of a Supervisory Board member
7. 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,  
thus suspending the most recent authorization of the Executive Board as per the Annual General Meeting resolution of May 23, 2014 with respect to item 8 of the agenda.
8. Resolution on the amendment of Article 12 of the Articles of Association

## DOCUMENTS FOR THE ANNUAL GENERAL MEETING

In particular, the following documents will be available on the company's website at [www.rosenbauer.com](http://www.rosenbauer.com) from **April 29, 2016** 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 2015 financial year;
- Proposed resolutions on agenda items 2–8,
  - 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,
  - 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 7 – disapplication or reverse disapplication of shareholders' pre-emptive subscription rights, acquisition of treasury shares,
  - Forms for granting a proxy,
  - Form for revoking a proxy,
  - Full text of this Convening of the Annual General Meeting.

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

### Additions to the Agenda by Shareholders

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 may 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 no later than **April 29, 2016** at the following address only: For attn. Gerda Königstorfer, Investor Relations Department, Paschinger Strasse 90, 4060 Leonding, Austria. Each agenda item requested in this manner 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 regarding the other requirements of the deposit certificate.

### **Resolutions for the Agenda Proposed by Shareholders**

Shareholders whose combined shares total **1% of the share capital** may submit written **proposals for resolutions** for each item on the agenda along with a statement of grounds and request that such proposals and statements of grounds be made accessible on the company's website, provided that such written request is received by the company no later than **May 10, 2016** either by fax to +43 (0)732 6794 - 89 or for attn. Gerda Königstorfer, Investor Relations Department, Paschinger Strasse 90, 4060 Leonding, Austria, or by e-mail to [ir@rosenbauer.com](mailto:ir@rosenbauer.com), in which case the request must be attached to the e-mail in written form, for example as a PDF. In order for this shareholder right to be exercised, 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 regarding the other requirements of the deposit certificate.

### **Right to Information**

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.

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.

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 mail for attn. Gerda Königstorfer, Investor Relations Department, Paschinger Strasse 90, 4060 Leonding, Austria, or by e-mail to [ir@rosenbauer.com](mailto:ir@rosenbauer.com).

### **Motions at the Annual General Meeting**

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. 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 nominated for election to the Supervisory Board (agenda item 6) may only be nominated 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 by **May 10, 2016** 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.

### Information on the Website

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

### REFERENCE DATE AND 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 in the case of bearer shares and on entry in the share ledger in the case of registered shares, in either case as at the **end of May 10, 2016 (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.

In the case of bearer shares, proof of shareholding on the reference date must be provided to the company in the form of a deposit certificate pursuant to Section 10a AktG by no later than **May 17, 2016** to one of the following addresses only:

By mail or courier:

Rosenbauer International AG  
Investor Relations  
For attn. Gerda Königstorfer  
Paschinger Strasse 90  
4060 Leonding  
Austria

By fax:

+43 (0)732 6794 – 89

For attn. Ms. Gerda Königstorfer

By e-mail:

[ir@rosenbauer.com](mailto:ir@rosenbauer.com), in which case the deposit certificate must be attached to the e-mail in written form, for example as a PDF

By SWIFT:

GIBAATWGGMS – Message Type MT598; it is essential to state ISIN AT0000922554 in the text

In the case of registered shares, shareholders who are entered in the share ledger are not required to register prior to the Annual General Meeting in order to attend the Annual General Meeting.

### 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: name/company and address or a code customarily used in transactions between banks (BIC),

- Information on the shareholder: name/company, address, date of birth for natural persons; where applicable register and register number for legal entities,
- Information on the shares: number of shares held by the shareholder; ISIN AT0000922554,
- Deposit number and/or another 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 10, 2016** specified above.

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

### **REPRESENTATION BY PROXIES**

Each shareholder who is eligible to attend the Annual General Meeting 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 writing; it is also possible to authorize several persons.

The proxy must be submitted to the company at one of the following addresses only:

By mail or courier

Rosenbauer International AG  
Investor Relations  
For attn. Ms. Gerda Königstorfer  
Paschinger Strasse 90  
4060 Leonding  
Austria

By fax:

+43 (0)732 6794 – 89

For attn. Ms. Gerda Königstorfer

By e-mail:

[ir@rosenbauer.com](mailto:ir@rosenbauer.com), in which case the proxy must be attached to the e-mail in written form, for example as a PDF

In person:

when registering for the Annual General Meeting at the meeting venue

A proxy form and a form for revoking the proxy will be sent upon request and are available from the company's website at [www.rosenbauer.com](http://www.rosenbauer.com).

If the proxy is not submitted in person when registering on the day of the Annual General Meeting, the proxy must reach the company by no later than **4:00 p.m. on May 19, 2016**.

The above provisions on the granting of a proxy shall apply analogously for revoking the 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](http://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](mailto: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.

#### **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. At the time of convening the Annual General Meeting the company does not hold any treasury shares. At the time of convening the Annual General Meeting the total number of shares conferring the right to attend and vote is 6,800,000.

**In order to ensure the entrance check runs smoothly we request that shareholders arrive in good time prior to the start of the Annual General Meeting and have valid official photo identification ready for inspection when registering.**

**Admission for the collection of voting cards will begin at 9:30 a.m.**

Leonding, April 2016

The Executive Board