

**Report of the Executive Board  
of Rosenbauer International AG  
Leonding, FN 78543 f,**

**on the authorization of the Executive Board to acquire treasury shares off the  
stock exchange and to sell acquired treasury shares by means other than via the  
stock exchange or by way of public offer (agenda item 8)**

In accordance with Section 65 (1b) of the Austrian Stock Corporation Act (AktG) in conjunction with Section 170 (2) AktG and Section 153 (4) second sentence AktG, the members of the Executive Board submit the following report of the Executive Board of Rosenbauer International AG, legally domiciled in Leonding, Austria, to the Annual General Meeting of Rosenbauer International AG to be held on May 23, 2019.

1. With respect to agenda item 8, the Executive Board and the Supervisory Board of the company intend to propose the following resolution to the Annual General Meeting of Rosenbauer International AG to be held on May 23, 2019:
  - 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, therefore 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 such 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.
2. With respect to the option of acquiring treasury shares off the stock exchange in accordance with Section 65 (1) item 8 AktG and the sale of treasury shares acquired in accordance with Section 65 (1) item 8 AktG by means other than via the stock exchange or by way of public offer, in accordance with Section 65 (1b) AktG in conjunction with Section 170 (2) AktG and Section 153 (4) second sentence AktG the Executive Board must submit a written resolution on the reason for the accompanying disapplication of shareholders' pre-emptive subscription rights or for the disapplication of pro rata rights of sale (reverse disapplication of shareholders' pre-emptive subscription rights) accompanying any acquisition off the stock exchange.
- The Executive Board of the company may only acquire treasury shares off the stock exchange with the prior approval of the Supervisory Board and may only sell treasury shares acquired by the company by means other than via the stock exchange or by way of public offer with the prior approval of the Supervisory Board. 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.
3. The treasury shares acquired in accordance with Section 65 (1) item 8 and (1a) and (1b) AktG may be sold by means other than via the stock exchange or by way of public offer if the sale of the shares is consideration for the acquisition of companies, businesses, business divisions or shares in one or more companies, i.e. also through the contribution of investments, companies, businesses and parts of businesses as non-cash contributions in Austria and neighboring foreign countries.
- Rosenbauer International AG intends to continue to grow in Austria and neighboring foreign countries. This growth may also take the form of acquiring other companies or businesses. In legal terms, the acquisition of companies, businesses or business divisions may be structured both as the purchase of certain assets (and liabilities) of a company, business or business division (asset deal), and as the acquisition of

shares in a company (share deal). Both methods of acquiring a company or business (division), namely asset deals and share deals, are collectively referred to hereinafter as business combinations.

In a business combination, the consideration may consist not only of cash but also of shares in the acquiring company. This may be in the interests of Rosenbauer International AG as purchaser as well as in the interests of the seller. While a high outflow of liquidity can arise for the company when purchasing a company against payment of a cash purchase price, in a business combination through non-cash contributions there is no outflow of liquidity at the acquiring company (Rosenbauer International AG), but rather an increase in equity. There may also be cases where for strategic reasons it is also necessary and appropriate for the seller of the company to acquire a small interest in Rosenbauer International AG, or for the seller to require an investment in the company in return.

As the acquisition of treasury shares is restricted – to a total of 10% of the share capital of the company (in virtually all cases pursuant to Section 65 AktG) – a seller may not acquire a significant investment in Rosenbauer International AG by way of this process. If the company acquired the treasury shares on an earlier date and there has since been a price increase, the company will incur a saving when using treasury shares as consideration for a business combination, as when the consideration for the business combination is determined the treasury shares to be granted as (part of the) consideration are generally recognized at the current (average) market value or at most the higher intrinsic value and not at the lower historical cost.

A business combination in the form of the company or shares in the company being contributed to the company against non-cash contributions while disapplying the pre-emptive subscription rights of the remaining shareholders is generally recognized as objective justification for disapplying shareholders' pre-emptive subscription rights. In view of Rosenbauer International AG's planned growth, it is in the interests of Rosenbauer International AG to enable business combinations to occur through non-cash contributions while disapplying shareholders' pre-emptive subscription rights and at the same time preserving the company's liquidity. Granting consideration in treasury shares enables the company to act with the requisite speed and flexibility in transactions of this kind.

Selling treasury shares by means other than via the stock exchange or by way of public offer is necessary in a business combination as, firstly, a business combination against non-cash contributions is the only way the company can ensure the acquisition of the company does not result in an outflow of liquidity and, secondly, the seller is often only willing to transfer the company or shares therein if it, for its part, obtains an equivalent investment in the company. From Rosenbauer International AG's perspective, it may be necessary for strategic or organizational company reasons to bind the seller to the Group as a shareholder. In business combinations against non-cash

contributions, as the non-cash contributor the seller can only achieve the investment it desires if only it obtains the new shares; this is because the seller wishes to obtain a (percentage) share in Rosenbauer International AG that is proportionate to its company's value in relation to the value of Rosenbauer International AG and grants it corresponding voting rights in (and thus rights of participation in) the company.

Finally, the disapplication of shareholders' pre-emptive subscription rights or the sale of treasury shares by means other than via the stock exchange or by way of public offer is proportionate, as Rosenbauer International AG often has a particular interest in acquiring the company concerned or shares in the company concerned. This ensures that the interests of existing shareholders are protected through the granting of a proportionate number of shares as part of the business combination, generally after a company valuation has been carried out. The value of the company or shares in the company to be contributed is compared to the value of Rosenbauer International AG; the non-cash contributor obtains the same proportion of treasury shares acquired by the company. The existing shareholders continue to participate in the future profits of the acquired company, which should generally increase due to synergies with Rosenbauer International AG.

In the event that treasury shares acquired in accordance with Section 65 (1) item 8 and (1a) and (1b) AktG are sold by means other than via the stock exchange or by way of public offer, the Executive Board must publish a report no later than two weeks before the resolution of the Supervisory Board (which must approve the sale by means other than via the stock exchange or by way of public offer); the report must, among other things, justify the sale price of the shares (Section 65 (1b) in conjunction with Section 171 (1) AktG).

4. The Executive Board is to be granted a greater degree of flexibility for future company acquisitions and enabled to act quickly. To this end, it may be necessary to have rapid access to the required amount of acquisition currency and thus to acquire a package of treasury shares off the stock exchange. The rapid availability of acquisition currency in the form of treasury shares for the purposes described above in the present report constitutes objective justification for the reverse disapplication of shareholders' pre-emptive subscription rights, that is the disapplication of shareholders' pro rata rights of sale.
5. Lastly, it should be mentioned that granting authorization to the Executive Board to acquire treasury shares off the stock exchange or where necessary to sell acquired treasury shares by means other than via the stock exchange or by way of public offer, in each case for the purpose of issuing shares as consideration for the purchase of a company, is a standard and generally recognized procedure for many listed Austrian (and German) companies. This is also expressed in Section 5 (2) item 7 of the Austrian Publication Ordinance (VeröffentlV), pursuant to which the publication to be carried out at a given time must contain the type and purpose of reacquisition and/or sale

of treasury shares and, in particular, whether the reacquisition and/or sale should take place via the stock exchange and/or off the stock exchange.

As also explained above, we would like to emphasize once again in this connection that the sale of treasury shares as well as acquisition by means other than via the stock exchange or by way of public offer are only possible with the approval of the Supervisory Board. The Executive Board of Rosenbauer International AG cannot decide alone in such cases.

6. In summary, the Executive Board of Rosenbauer International AG has come to the conclusion that granting authorization to the Executive Board of the company to acquire treasury shares off the stock exchange or where necessary to sell, with the approval of the Supervisory Board, treasury shares acquired in accordance with Section 65 (1) item 8 and (1a) and (1b) AktG by means other than via the stock exchange or by way of public offer fully complies with statutory provisions.

Leonding, April 2019

The Executive Board