

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

**Resolutions Proposed by the Executive Board and Supervisory Board for the
25th Annual General Meeting
May 18, 2017**

- 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**

No resolution is required for this agenda item.

The 2016 annual financial statements have already been endorsed by the Supervisory Board, and thus adopted.

- 2. Resolution on the appropriation of net retained profits**

The Executive Board and Supervisory Board propose the following appropriation of the net retained profits reported for the 2016 financial year in the amount of € 8.304.151,42:

- (i) Distribution of a dividend of € 1.2 (2015: € 1.5) per share (i.e. € 8,160,000.00 for 6,800,000 no-par value shares)
- (ii) The remaining amount of € 144,151.42 to be carried forward to new account.

The dividend payment date is May 26, 2017.

- 3. Resolution to discharge the members of the Executive Board for the 2016 financial year**

The Executive Board and Supervisory Board propose a resolution to discharge the members of the Executive Board incumbent in the 2016 financial year for this period.

- 4. Resolution to discharge the members of the Supervisory Board for the 2016 financial year**

The Executive Board and Supervisory Board propose a resolution to discharge the members of the Supervisory Board incumbent in the 2016 financial year for this period.

5. Election of the auditor and Group auditor for the 2017 financial year

In the period from September to December 2016, the Audit Committee of the Supervisory Board obtained bids for the 2017 audit in a tendering process in accordance with the Amending Law of the Annual Auditor Act, and evaluated these on the basis of transparent price and quality criteria. In this procedure, Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H., Vienna, was determined to be the highest ranking bidder at the meeting of the Audit Committee on 12/20/2016.

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, 2017 through December 31, 2017.

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, 2017 through December 31, 2017.

6. Election of a Supervisory Board member

The term of office of Karl Ozlsberger will end after the Annual General Meeting to be held on May 18, 2017.

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.

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

The intention initially was that the Supervisory Board propose to the Annual General Meeting to reelect Karl Ozlsberger, Dipl. Ing., born October 3, 1948, to the Supervisory Board.

On April 21, 2017, Karl Ozlsberger, Dipl. Ing., expressed that he would need to retract his willingness to be available for reelection on sound personal grounds.

In light of the short period of time, the Supervisory Board was unable to provide a new proposal for the election of a member to the Supervisory Board, which would need to be made accessible on the company's website on April 27, 2017 in accordance with Section 108(4) AktG.

Shareholders whose shares cumulatively account for at least 1% of the share capital can submit a proposal for the election of a member to the Supervisory Board on this item of the agenda pursuant to Section 110 AktG as described in detail in the convo-

cation (Item V.2), in which case it is noted that such requests must be received by the company in text form, including the declaration for the nominated person stipulated under Section 87(2) AktG, by May 9, 2017 at the latest.

Leonding, April 2017

The Executive Board/The Supervisory Board