

Articles of Association
of
Rosenbauer International AG

§ 1

COMPANY, REGISTERED OFFICE

- 1) *The Company trades under the name Rosenbauer International AG*
- 2) *The Company has its Registered Office at Leonding, near Linz in Upper Austria*

§ 2

CORPORATE OBJECT

- 1) *The object of the enterprise shall be:*

a) as an industrial enterprise, manufacturing fire service equipment and fire fighting systems, fire fighting vehicles, pumps and accessories, vehicles and equipment for rescuing persons and for technical assistance, special and custom superstructures for trucks, other safety devices and equipment, rescue and recovery equipment, equipment for preventive environmental protection, and fittings and metal goods, including the production and installation of semi-stationary and stationary fire fighting installations and electronic components in the 0-1000 V range;

b) plying the “Mechanical Trades” (including “motor-vehicle electronics” and “motor-vehicle mechanics”) on a factory scale;

c) pursuing trading activities as defined in § 103 Sect. 1 Point b z 25 of “GewO” (the Austrian Trade, Commerce and Industry Regulation Act), especially dealing in fire service equipment of all kinds, including uniforms, stationary and mobile fire fighting systems and vehicles, articles and equipment relating to safety, rescue, recovery and environmental technology, and technical commodities;

d) dealing in pyrotechnical articles;

e) providing advisory and other services of any kind in the fields detailed in Points a) to d) above;

f) granting licenses for the products and services detailed in Points a) to d) above;

g) providing services in the fields of automated data processing and information technology.

2) The Company is also entitled to undertake all actions, legal transactions and measures which may seem conducive to the objects and purposes of the company, including but not limited to:

a) acquiring, leasing and acquiring stakes in other enterprises and companies, taking on the management and representation of such enterprises and companies, and taking on administrative tasks for such enterprises and companies;

b) establishing and running branch operations and business premises, both in Austria and abroad;

c) taking on pertinent commercial agencies and representations.

§ 3

NOTICES

To the extent and for as long as mandatorily required by the Stock Corporation Act, notices by the Company shall be published in the official journal "Amtsblatt zur Wiener Zeitung". All other notices issued by the Company shall be as required by the applicable statutory provisions.

§ 4

NOMINAL SHARE CAPITAL

1) The Company came into being through conversion from Rosenbauer International Gesellschaft m.b.H. pursuant to § 245 AktG (Austrian Stock Corporation Act).

2) The Company's nominal share capital totals EUR 13,600,000.00, divided into 6,800,000 non-par-value shares, each such share accounting for an equal portion of the nominal share capital.

3) ATS 50,576,000 of the nominal share capital is paid in in cash, with a further amount of ATS 119,424,000 having been raised by the contribution of the operations of "Kommanditgesellschaft Konrad Rosenbauer K.G." (a company having its registered office in Leonding), i.e. of this company's interests in the said enterprise, on the basis of the capital contribution balance sheet at June 30, 1987.

§ 5

SHARES AND SHARE REGISTER

- 1) *The shares of the Company are either bearer shares or registered shares.*
- 2) *Holder of registered shares may request that these registered shares be converted to bearer shares. Holder of bearer shares may request that these bearer shares be converted to registered shares. Provided that the principle of equal treatment stipulated by § 47a AktG (Austrian Stock Corporation Act) is observed, the right to require such conversion of shares is conditional upon the consent of the Executive Board and upon the proviso that the proportion of the Company's nominal share capital accounted for by bearer shares may at no time fall below 40%.*
- 3) *Shares arising from any future increases in capital may be either bearer or registered shares. If a capital increase is resolved and the resolution providing for such capital increase does not specify whether the new shares are to be bearer shares or registered shares, then they shall be made out to bearer.*
- 4) *Bearer shares shall be embodied in one or (if necessary) several global share certificates and deposited at a central securities depository (CSD) as defined in § 1 Sect. 3 of "DepotG" (the Austrian Securities Deposit Act) or at an equivalent establishment outside Austria. Shareholders shall not have the right to demand the issuance of certificates embodying their shareholdings. Where share certificates, global share certificates and partial debentures are issued, as legally permitted, their form and contents are to be laid down by the Executive Board with the approval of the Supervisory Board.*
- 5) *To permit the requisite entries in the share register, holders of registered shares who are natural persons shall notify the Company of their name, their address for service of notices and their date of birth; those who are legal entities, of their company name, their address for service of notices and (where appropriate) of the registry and number under which the said legal entity is recorded in its country of origin; and in both cases, of the quantity and the identification numbers of the shares that they hold. If the shares in question belong to a different person from the one recorded in the share register, the above information must also be provided for the said other person, unless the shareholder is a bank as defined by § 10a Sect. 1 AktG (Austrian Stock Corporation Act). To facilitate communication, electronic mail addresses, and any change of e-mail address, should also be indicated. In the case of registered shares, only those persons*

whose names are entered in the share register are considered to be shareholders of the Company.

§ 6

GOVERNING BODIES

The Company's governing bodies are:

- 1) the Executive Board,*
- 2) the Supervisory Board,*
- 3) the General Meeting.*

§ 7

FUNCTIONS OF EXECUTIVE BOARD, NUMBER OF MEMBERS,
RIGHTS OF THE CHAIRMAN

- 1) The Executive Board shall manage the Company on its own responsibility in accordance with the law, the Articles of Association and the Rules of Procedure to be approved by the Supervisory Board, as the well-being of the company – having regard to the interests of shareholders and employees and to the public interest – may require.*
- 2) The Executive Board shall consist of one, two, three, four, five or six persons. The appointment of Deputy Executive Board Members is permissible. The Supervisory Board shall appoint one Member of the Executive Board as the Chairman and (in cases where two or more Executive Board Members have been appointed) another member as the Deputy Chairman. The Chairman shall bear the title "Chairman of the Executive Board", and his/her Deputy the title "Deputy Chairman of the Executive Board". In the event of a tie, the Chairman, or, if this latter is prevented from attending, his/her Deputy, shall have the casting vote.*
- 3) The only persons eligible for appointment as Members of the Executive Board are those who have not yet reached the age of 65 at the time of such appointment. The appointment of a person to the Executive Board who has already reached the age of 65 at the time of such appointment shall, however, be permitted if the General Meeting passes a resolution, by a simple majority of the votes cast, consenting to this appointment.*

§ 8

REPRESENTATION; SIGNATORY POWERS

- 1) *The Executive Board represents the Company in dealings with third parties and in legal proceedings.*
- 2) *In cases where more than one member has been appointed to the Executive Board, two Executive Board Members (or one Executive Board Member jointly with a "Prokura"-holding authorized officer) shall be required in order to issue statements or to sign on behalf of the Company.*

§ 9

FUNCTIONS AND PERIOD OF OFFICE OF SUPERVISORY BOARD

- 1) *The Supervisory Board oversees the conduct of the Company's business.*
- 2) *The Supervisory Board shall consist of four members chosen by the General Meeting, and of two workforce representatives delegated pursuant to ArbVG (the Austrian Labor Relations Act).*
- 3) *A Supervisory Board Member's period of office begins at the end of the General Meeting at which he/she was elected to the Supervisory Board. Unless elected for a shorter period, a member of the Supervisory Board is elected for a period lasting until the end of the General Meeting which decides upon the ratification of Supervisory Board Members' acts for the fourth financial year following his/her election, not counting the financial year during which the Supervisory Board Member was elected. Re-election of Supervisory Board Members is permissible.*
- 4) *The only persons eligible for election to the Supervisory Board are those who have not yet reached the age of 70 at the time of such election. The election of a person to the Supervisory Board who has already reached the age of 70 at the time of such election shall, however, be permitted if the General Meeting passes an appropriate resolution by a simple majority of the votes cast.*

§ 10

*PREMATURE DEPARTURE FROM THE SUPERVISORY BOARD;
BY-ELECTIONS*

- 1) *The General Meeting may revoke a Supervisory Board Member's appointment before the end of his/her period of office. Any resolution to this effect must pass with a majority of at least three quarters of the votes cast.*
- 2) *Every Member of the Supervisory Board elected by the General Meeting may resign from his/her office by sending a registered letter to the Chairman of the Supervisory Board giving at least four weeks' notice of his/her intention to resign.*
- 3) *If a Supervisory Board Member elected by the General Meeting resigns before the end of his/her period of office, a by-election must be held at a General Meeting which is to be convened without delay.*

§ 11

CHAIR, DEPUTYSHIP

- 1) *Following on from the General Meeting at which it has been elected, the Supervisory Board shall choose a Chairman and a Deputy Chairman from among its number. The Supervisory Board Members concerned are elected to the said positions for as long as they sit on the Supervisory Board. If the office of Chairman or Deputy Chairman of the Supervisory Board should fall vacant, a by-election must be held at the next meeting of the Supervisory Board.*
- 2) *The Supervisory Board may appoint committees from among its number and confer certain powers upon them, as also upon individual members. To facilitate the conduct of relations between the Company and members of the Executive Board (but not for resolutions on the appointment, or the revocation of the appointment, of an Executive Board Member), a committee consisting of the Chairman and Deputy Chairman of the Supervisory Board may be established.*
- 3) *Statements by the Supervisory Board and its committees shall be made by the Chairman of the Supervisory Board, or by the Deputy Chairman if the Chairman is unavailable.*

§12

MEETINGS, RESOLUTIONS

- (1) *The Supervisory Board regularly passes its resolutions at meetings. The Supervisory Board must hold meetings as often as the interests of the company dictate, but at least quarterly. The Supervisory Board may hold meetings where the Supervisory Board members meet face to face in one location or in the form of qualified video conference meetings in accordance with (12).*
- (2) *The Chairman convenes the Supervisory Board meetings in writing, by fax or by e-mail no later than the 14th day before the meeting. The date on which the convocation is sent is decisive in this context. In urgent cases, the Chairman may reduce this period of notice and also convene a meeting orally or by telephone no later than the third day before the meeting.*
- (3) *The agenda is determined by the Chairman, taking into account the motions of the Executive Board and of the Supervisory Board members. Sufficient documentation on the individual agenda items must be made available in text form in good time before the meeting.*
- (4) *The Chairman determines the form of the meeting, the procedure for passing resolutions outside of meetings, and the procedures for casting and counting votes.*
- (5) *The Executive Board members attend all the meetings of the Supervisory Board and its committees in an advisory capacity, unless the Chairman of the meeting specifies otherwise. Persons who are not members of either the Supervisory Board or the Executive Board may not attend the meetings of the Supervisory Board and its committees. Experts and persons providing information may be consulted to advise on individual matters with the approval of the Chairman. Supervisory Board members who are not on a committee may only attend the meetings of that committee with the approval of the Chairman of the Supervisory Board.*
- (6) *A Supervisory Board member may entrust another member in writing to represent them at an individual meeting. A member who is represented in this manner is not to be counted when determining the quorum of a meeting. The right to chair is not transferable. A Supervisory Board member who is unable to attend a meeting of the Supervisory Board or its committees is entitled to have their written votes on individual agenda items submitted by another member of the committee concerned.*

- (7) *The Supervisory Board is quorate if all the members of the Supervisory Board were invited in the proper manner and at least three Supervisory Board members, including the Chairman or a deputy, attend the meeting. The Supervisory Board may only pass a resolution on a point of negotiation that is not on the agenda if all Supervisory Board members are present or represented and no member objects to the resolution.*
- (8) *Resolutions are passed by simple majority of votes cast. Abstentions are not deemed to be votes. In the event of a tied vote, including in elections, the Chairman will have the deciding vote (casting vote). When acting on behalf of the Chairman, each deputy chairman will have the casting vote with respect to resolutions and elections, as will the chairman of a committee.*
- (9) *The Chairman may also determine that in meetings the statements of individual members who are absent be submitted in writing, by telephone or by another comparable method (in particular fax or e-mail) when the Supervisory Board or its committees are passing resolutions. No Supervisory Board member may object to such an instruction by the Chairman.*
- (10) *Resolutions may also be passed by votes in written or text form (fax, e-mail) without the Supervisory Board convening a meeting if the Chairman, or in his absence a deputy, orders such a resolution and no Supervisory Board member expressly lodges an objection to this method with the Chairman in text form (fax, e-mail) within the time period to be determined by the Chairman. A resolution is passed if all Supervisory Board members were invited to vote in text form (fax, e-mail) and at least three members, including the Chairman or his deputy, have cast their vote within the time period to be determined by the Chairman. The Chairman may determine the technical format of a vote by e-mail. The provisions of (8) apply analogously. It is not possible for Supervisory Board members to be represented by other members when voting in written or text form.*
- (11) *Resolutions may also be passed by voting at a teleconference, Internet conference or (simple) video conference without the Supervisory Board convening a meeting if the Chairman, or in his absence a deputy, orders such a resolution and no Supervisory Board member expressly lodges an objection to this method with the Chairman in text form (fax, e-mail) within the time period to be determined by the Chairman. A resolution is passed if all Supervisory Board members were invited to the conference in text form (fax, e-mail) and at least three members, including the Chairman or his deputy, have cast their vote at the conference. The Chairman may determine the technical format of*

the conference. The provisions of (8) apply analogously. Supervisory Board members may not be represented by other members.

(12) Meetings of the Supervisory Board may also be held by means of electronic communications without the Supervisory Board members meeting face to face in one location if the following requirements are met: (i) direct communication between the participants through the simultaneous visibility and audibility of all participants, (ii) the possibility for third parties to participate, (iii) the safeguarding of confidentiality, (iv) all participants have access to the same information, and (v) the authenticity of the discussion is guaranteed. A qualified video conference that fulfills the above criteria in full (video conference meeting) is deemed to be a meeting within the meaning of Section 94 (3) AktG. The Chairman, or in his absence a deputy, may convene a video conference meeting if the technical facilities are available to all Supervisory Board members to the degree described in greater detail above and the matter for consultation and resolution does not make it essential for all participants to meet directly, in person, and in one location. In particular, the Chairman may use the option of convening a video conference meeting if the urgency of holding a meeting, the frequency of meetings or the different locations of Supervisory Board members appear to make holding a video conference meeting necessary in the interests of the company rather than all the members meeting face to face in one location. The provisions of (2) to (9) apply analogously.

(13) Minutes must be produced for the Supervisory Board meeting which must contain the main points of the discussion and resolutions passed and be signed by the chairman of the meeting. Resolutions of the Supervisory Board that have come about outside of meetings must be confirmed by the Chairman in writing.

§ 13

REMUNERATION OF SUPERVISORY BOARD

In addition to reimbursement of the outlays incurred by him/her in the exercise of his/her duties, every elected Member of the Supervisory Board shall be remunerated as decided by the Ordinary General Meeting for the period of office in question. The emoluments paid to members of the Supervisory Board consist of a fixed and a variable component. The variable component is determined as a percentage of the consolidated profit as shown in the Consolidated Income Statement before deduction of tax and “Non-controlling interests”.

§ 14

COMPETENCES

- 1) *The Supervisory Board shall decide how responsibility for different areas of business is distributed among the members of the Executive Board, and stipulate which transactions – over and above the cases prescribed by law (§ 95 Sect. 5 of AktG) – shall require its approval. To the extent provided by law, the Supervisory Board shall also lay down threshold amounts below which its approval will not be required. The Supervisory Board shall adopt Rules of Procedure for the Executive Board, at this latter's suggestion.*
- 2) *The Supervisory Board is authorized to decide amendments to the Articles of Association, provided that such amendments relate solely to the wording.*

§ 15

VENUE OF GENERAL MEETING

The General Meeting shall take place at the registered office of the Company, in an Austrian provincial capital or at the headquarters of the stock exchange at which the shares are listed for trading in Austria.

§ 16

CONVENING OF GENERAL MEETING

- 1) *The General Meeting shall be convened by the Executive Board or the Supervisory Board, such notification to be accompanied by the agenda of the meeting.*
- 2) *The announcement of the convening of the General Meeting shall be made by a notice published in accordance with § 3 of these Articles of Association.*
- 3) *Where shareholders are known to the Company by name, the General Meeting may instead be convened in these cases by the sending of a registered letter to every shareholder's address as notified to the Company. The announcement shall be deemed to have been made on the date of mailing. Shareholders may also notify the Company of their electronic mail address and opt to receive the Notice of Meeting in this manner instead.*
- 4) *In addition to the above, where regulations are in force that provide for the Notice of Meeting to be announced in a different manner as well, these regulations must also be followed.*

§ 17

ATTENDANCE AT GENERAL MEETING

- 1) *In order to be eligible to attend the General Meeting, and to exercise their voting rights and other rights that may be asserted by shareholders at the General Meeting, persons will need to be in possession of shares in the case of bearer shares, and to be entered in the share register in the case of registered shares, in both cases as at the end of the tenth day before the day of the General Meeting (qualifying date).*
- 2) *Holders of bearer shares who wish to attend the General Meeting and exercise their voting rights must provide the Company with timely evidence of their shareholding as at the qualifying date.*
- 3) *In the case of bearer shares, share ownership on the qualifying date is to be evidenced by a safe-custody receipt issued pursuant to § 10a AktG (Austrian Stock Corporation Act), to reach the Company by no later than the third working day before the General Meeting, at the address specified for this purpose in the Notice of Meeting. Details concerning the transmission of safe-custody receipts will be communicated in the Notice of Meeting. The Notice of Meeting may provide for telefax or e-mail as the channel of communication for the transmission of safe-custody receipts, specifying the electronic format in greater detail in the case of e-mail.*
- 4) *Holders of registered shares whose names are entered in the share register are not required to furnish prior notification in order to attend the General Meeting.*
- 5) *The members of the Executive and Supervisory Boards are to do their utmost to attend the General Meeting. The External Auditor must be in attendance at the Ordinary General Meeting. Members of the Executive or Supervisory Boards are allowed to take part via a two-way audio-visual link.*

§ 18

VOTING RIGHTS

- 1) *Every non-par-value share confers the right to one vote.*
- 2) *Voting rights may also be exercised by proxy. The proxy must be granted to a named person in writing. The proxy statement must be communicated to the Company, who*

shall either keep it on file or record it in a verifiable manner. There are no limitations upon the number of persons who can be appointed as proxies.

- 3) In cases where a shareholder has granted a proxy to his or her custodian bank (in accordance with § 10a of "AktG"), it is sufficient if the latter declares, in addition to the safe-custody receipt, that it has been granted such proxy; § 10a Sect. 3 of AktG (the Austrian Stock Corporation Act) shall apply "mutatis mutandis".*
- 4) Proxies may also be communicated to the Company by way of an electronic channel of communication as yet to be defined by the Company in greater detail. The details governing proxies granted in this manner are to be made known together with the Notice of General Meeting.*

§ 19

CHAIR

- 1) The General Meeting is to be chaired by the Chairman of the Supervisory Board or his/her Deputy. If neither of them is in attendance, then the notary whose services have been enlisted for the purposes of certification shall chair the meeting until it has elected a Chairman.*
- 2) The Chairman of the General Meeting shall preside over the proceedings and decide the order of items on the agenda, the method by which voting rights are to be exercised, and the procedure for counting votes. He/she may also reasonably restrict the time allotted to shareholders in which to exercise their right to ask questions and speak. During the General Meeting, he or she may, in particular, restrict speakers to a maximum time of 15 minutes each. In this connection, he/she may decide the order in which to grant requests from the floor to comment on agenda items, or the order of individual questions and speeches; where necessary, he/she is also permitted to further curtail the maximum time allowed per speaker and to prematurely close the list of speakers. In determining the time allowed for individual questions and speeches, the Chairman of the General Meeting may also differentiate between first and repeated requests to speak, as well as with reference to further appropriate criteria. Furthermore, the Chairman of the General Meeting is also permitted to take such measures against individual shareholders as are strictly necessary to ensure that the General Meeting proceeds smoothly.*
- 3) The Company is allowed to make audio-visual recordings of the General Meeting.*

§ 20

REQUIRED MAJORITY FOR PASSING OF RESOLUTIONS

- 1) *Unless the law should prescribe a different majority, the General Meeting shall pass its resolutions by a simple majority of the votes cast, and in those cases in which a majority of the capital is required, by a simple majority of the nominal share capital represented in the taking of the resolution concerned.*
- 2) *In elections, the candidate who garners the largest number of the valid votes cast is deemed to be elected.*

§ 21

ORDINARY GENERAL MEETING

- 1) *The General Meeting to which the annual financial statements and situation report, the corporate governance report, any consolidated financial statements and Group situation report, the proposal with respect to the distribution of profits and the report of the Supervisory Board are presented, which decides on the appropriation of the balance-sheet profit, on the ratification of Executive and Supervisory Board Members' acts, and – in the cases provided by law – on the adoption of the annual financial statements (i.e. the Ordinary General Meeting), shall take place in the first eight months of the financial year.*
- 2) *Extraordinary General Meetings are to be convened as the law or the well-being of the Company may require.*
- 3) *The agenda for the Ordinary General Meeting must include the following:*
 - (a) *presentation of the annual financial statements and situation report, of the corporate governance report, of any consolidated financial statements and Group situation report, of the proposal with respect to the distribution of profits and of the report of the Supervisory Board, and – if appropriate – the adoption of the annual financial statements in the cases provided by law,*
 - (b) *resolution on the distribution of the net profit for the year, if any such is shown in the annual financial statements,*
 - (c) *resolution on ratification of the acts of members of the Executive and Supervisory Boards,*
 - (d) *selection of external auditor.*

§22

FINANCIAL YEAR, ANNUAL FINANCIAL STATEMENTS

- 1) *The Company's financial year is concurrent with the calendar year.*
- 2) *The Executive Board shall draw up the annual financial statements (including the "Notes"), the situation report, the corporate governance report and the proposal with respect to the distribution of profits in the first five months of the financial year, for the previous financial year, and submit it to the members of the Supervisory Board once it has been audited by the auditors.*
- 3) *When drawing up the annual financial statements, the Executive Board may allocate all or part of the net income for the year to reserves.*
- 4) *If the Supervisory Board approves the annual financial statements, these shall be deemed to be adopted, unless the Executive Board and Supervisory Board decide to seek their adoption by the General Meeting.*
- 5) *If they decide to seek adoption by the General Meeting, or if the Supervisory Board does not approve the annual financial statements, the Executive Board must immediately convene the General Meeting to seek its adoption of the annual financial statements.*

§ 23

NET PROFIT FOR THE YEAR

- 1) *The General Meeting shall take a resolution on the distribution of the net profit for the year, if any such is shown in the annual financial statements.*
- 2) *When taking its resolution on the distribution of the net profit for the year, the General Meeting is bound by the annual financial statements adopted by the Executive Board with the approval of the Supervisory Board. It may, however, exclude part or all of the said net profit from distribution. The alterations to the annual financial statements necessitated thereby must be effected by the Executive Board.*
- 3) *The dividends due to shareholders shall be distributed in proportion to the contributions made towards nominal share capital by the nominal value of their shares. In the distribution of profits, capital contributions made in the course of the financial year are to be allowed for in proportion to the length of time that has elapsed since the making of the capital contribution concerned.*

- 4) *If new shares are issued, a different dividend entitlement may be stipulated.*

- 5) *Unless otherwise decided by the General Meeting, dividends are due for payment ten days after the General Meeting is held. Three years after falling due, any uncollected dividends are forfeited for the benefit of the Company's voluntary reserves.*