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Rosenbauer International AG: Publication of resolution of Annual General Meeting on May 23, 2019 on the authorization to acquire treasury shares

Leonding (pta022/24.05.2019/10:40) - Publication of the resolution of the Annual General Meeting on May 23, 2019 on the authorization of the Executive Board 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) in conjunction with Section 82 (9) of the Austrian Stock Exchange Act (BörseG) and Section 3 (1) of the Austrian Publication Ordinance (VeröffentlichungsV)

In the Annual General Meeting of Rosenbauer International AG, Leonding, Austria, on May 23, 2019 the following resolution was passed on the item 8 of the agenda:

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, i.e. 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' preemptive 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 these 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.

Leonding, in May 2019

The Executive Board

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stock exchanges: official trade in Vienna; free market in Stuttgart, free market in Munich, free market in Hamburg; open market in Dusseldorf, Berlin, Tradegate



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