

26.02.2010 – 08:01 Uhr

EANS-General Meeting: Andritz AG / Invitation to the General Meeting

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We herewith invite our shareholders to the

103rd Annual General Meeting of Shareholders on Friday, March 26, 2010 at 10.30 a.m. Venue: Steiermarksaal at Grazer Congress, Schmiedgasse 2, 8010 Graz, Austria.

Agenda 1. Presentation of the audited Financial Statements including Status Report and Corporate Governance Report as of December 31, 2009, as well as the Consolidated Financial Statements including Consolidated Status Report as of December 31, 2009, and the Supervisory Board's Report for the 2009 business year.

2. Resolution on distribution of the Net Earnings shown in the Financial Statements as of December 31, 2009.
3. Resolution on discharge of the Executive Board Members for the 2009 business year.
4. Resolution on discharge of the Supervisory Board Members for the 2009 business year.
5. Resolution on the remuneration for the Supervisory Board Members for the 2009 business year.
6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2010 business year.
7. Appointment of up to two persons to the Supervisory Board.
8. Resolution on amendment of the Articles of Association to comply with changes in legal requirements, especially as a result of the Austrian Stock Corporation Amendment Act 2009 (Aktienrechts-Änderungsgesetz 2009) with regard to Articles 6 (Issue of share certificates), 17 (Convocation of the General Meeting), 18 (Participation in the General Meeting), 19 (Voting by proxy), 20 (Chairing of General Meeting and obligation to attend) and 23 (Financial Statements - Annual General Meeting).
9. Resolution on a share option program.

Documents for the Annual General Meeting As of March 5, 2010, the following documents will be available for inspection by the shareholders at the Company's headquarters at 8010 Graz, Stattegger Strasse 18, Investor Relations Department, Dr. Michael Buchbauer: - Financial Statements including Status Report, - Corporate Governance Report, - Consolidated Financial Statements including Consolidated Status Report, - Proposal on the use of Net Earnings, - Report by the Supervisory Board, each relating to the 2009 business year; - Draft resolutions concerning items 2 - 9 of the agenda, - Draft of Share Option Program 2010, - Statements by the candidates to be appointed to the Supervisory Board under item 7 of the agenda, in compliance with Section 87 (2) AktG.

Each shareholder will be sent a copy of the aforementioned documents upon request immediately and free of charge.

These documents, as well as the complete text of this convocation and the forms for appointing and revoking appointment of a proxy, will also be available on the Company's Internet site at www.andritz.com as from March 5, 2010, and at the General Meeting.

Information on shareholder rights under Sections 109, 110, and 118 AktG (Austrian Stock Corporation Act) Shareholders whose aggregate shareholding equals 5% or more of the Company's share capital may request in writing that additional items be put on the agenda for this Annual General Meeting and be made public provided they have held this stake for a minimum of three months before the request is made. A written request in this regard must be delivered to ANDRITZ AG, 8010 Graz, Stattegger Strasse 18, Investor Relations Department, Dr. Michael Buchbauer, or by fax (+43 316 6902 425) by March 5, 2010, at the latest. For shares held in a securities deposit account, confirmation of holdings in accordance with Section 10a AktG shall suffice as proof of shareholder status. The confirmation of holdings, which must not be more than seven days old on the date of submission to the Company, shall confirm that the shareholder has held the shares for a minimum of three months on the date of making the request. For all other requirements concerning the confirmation of holdings, please refer to the information on the right to participate.

Shareholders whose aggregate shareholding equals 1% or more of the Company's share capital may submit draft resolutions, accompanied by a statement of the respective reasons, in "text form" (pursuant to Section 13 (2) AktG) for each item of the agenda and request publication of the draft resolution and statement of the reasons therefor on the Company's Internet site.

A request in text form in this regard must be delivered to the Company not later than March 17, 2010, either by fax (+43 316 6902 425), by mail to ANDRITZ AG, 8010 Graz, Stattegger Strasse 18, Investor Relations Department, Dr. Michael Buchbauer, or by e-mail to michael.buchbauer@andritz.com (a request in text form, e.g. as a PDF file, must be attached to the e-mail). For shares held in a securities deposit account, confirmation of holdings in accordance with Section 10a AktG, which must not be more

than seven days old on the date of submission to the Company, shall suffice as proof of the shareholder status for exercise of this shareholder right. For all other requirements concerning the confirmation of holdings, please refer to the information on the right to participate.

For bearer shares not held in a securities deposit account, written confirmation by a notary public shall suffice as proof, to which the requirements as stated above shall apply mutatis mutandis.

Each shareholder shall have the right to ask questions on Company matters and have these questions answered in the Annual General Meeting to the extent that the information requested is necessary for proper evaluation of one of the items on the agenda.

Further information on shareholder rights under Sections 109, 110, and 118 AktG is available on the Company Internet site at www.andritz.com.

Record date and participation in the Annual General Meeting The right to participate in the Annual General Meeting, the right to vote, and to exercise all other shareholder rights during the Annual General Meeting depend on the shares held at the end of March 16, 2010 (record date).

Participation is limited to persons who are in possession of shares on the record date and supply proof thereof to the company.

Bearer shares held in a securities deposit account For bearer shares held in a securities deposit account, confirmation of holdings on the record date pursuant to Section 10a AktG shall suffice as proof of shareholding. This confirmation of holdings must be delivered not later than March 23, 2010 to one of the following addresses only:

By mail: ANDRITZ AG
Investor Relations
Att. Dr. Michael Buchbauer
Stattegger Strasse 18
8010 Graz
Austria

By fax: +43 (316) 6902 425

Transmission by SWIFT is not possible (Section 262 (20) AktG).

Bearer shares not held in a securities deposit account For bearer shares not held in a securities deposit account, written confirmation by an Austrian notary public shall be delivered to the Company not later than March 23, 2010 at one of the aforementioned company addresses only.

Confirmation of holdings in compliance with Section 10a AktG Confirmation of holdings shall be issued by the depositary bank based in a member state of the European Economic Area or in a full member state of the OECD and shall contain the following information: - Information on the issuer: name/company and address or code commonly used in business between banks (SWIFT Code), - Information on the shareholder: name/company, address, date of birth for natural persons, register and register number for legal persons, - Information on the shares: number of shares held by the shareholder, ISIN AT0000730007, - Number or other identification of the securities deposit account, - Date to which the confirmation of holdings refers.

The confirmation of holdings as proof of the shareholding shall refer to the record date stated above, i.e. March 16, 2010.

Confirmation of holdings shall be accepted in German and English.

Giving notice of their intention to participate in the Annual General Meeting and submission of confirmation of holdings do not block shareholders' actions with regard to their shares. Shareholders will still be free to trade their shares at their own discretion.

Participation by proxy Each shareholder entitled to attend the General Meeting has the right to appoint a proxy holder who may attend the Meeting on his/her behalf, vested with the same rights as the shareholder.

Transmission of proxy by SWIFT is not permissible (§ 262 Abs. 20 AktG).

Proxy must be conferred on a specific person (natural or legal) in text form. It is possible to appoint several proxy holders.

The document of appointment of a proxy holder shall be delivered to the Company not later than Thursday, March 25, 2010, 4.00 p.m. at one of the following addresses only:

By mail ANDRITZ AG
Investor Relations
Att. Dr. Michael Buchbauer
Stattegger Strasse 18
8010 Graz
Austria

By fax: +43 (316) 6902 425

By e-mail: michael.buchbauer@andritz.com

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