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

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We herewith invite our shareholders to the

104th Annual General Meeting of Shareholders on Tuesday, March 29, 2011 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, 2010, as well as the Consolidated Financial Statements including Consolidated Status Report as of December 31, 2010, and the Supervisory Board's Report for the 2010 business year.
2. Resolution on distribution of the Net Earnings shown in the Financial Statements as of December 31, 2010.
3. Resolution on discharge of the Executive Board Members for the 2010 business year.
4. Resolution on discharge of the Supervisory Board Members for the 2010 business year.
5. Resolution on the remuneration for the Supervisory Board Members for the 2010 business year.
6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2011 business year.
7. Appointment of one person to the Supervisory Board.
8. Resolution on authorization of the Executive Board
  - a. to buy back and possibly cancel own shares to the maximum extent permitted by law for a period of thirty months from April 1, 2011 pursuant to sec. 65 para. 1 sub-para. 8 AktG (Austrian Stock Corporation Act) (purpose-neutral purchase), subject to the provisions of the Stock Corporation Act and the Stock Exchange Act;
  - b. to decide, for a period of five years as from the date of adopting the resolution and with approval from the Supervisory Board, on alienating own shares in a way other than by sale via the stock exchange or by public offer thereby also excluding public purchase (exclusion of subscription rights) if such alienation of own shares (i) serves to provide shares for a share option program benefitting management and Executive Board members or (ii) serves as a consideration in the acquisition of companies, businesses, business units or shares in companies.

DOCUMENTS FOR THE ANNUAL GENERAL MEETING As of March 8, 2011, the following documents will be available for inspection by the shareholders at the Company's headquarters at 8045 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 2010 business year; - Draft resolutions, - Curriculum vitae of the candidate to be appointed to the Supervisory Board under item 7 on the agenda and statement in compliance with sec. 87 para. 2 AktG, - Report of the Executive Board on the exclusion of subscription rights under item 8 on the agenda, in compliance with sec. 65 para. 1b in conjunction with sec. 153 para. 4 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](http://www.andritz.com) as from March 8, 2011, and at the General Meeting.

INFORMATION ON SHAREHOLDER RIGHTS UNDER SECTIONS 109, 110, and 118 AktG 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, 8045 Graz, Stattegger Strasse 18, Investor Relations Department, Dr. Michael Buchbauer, or by fax (+43 316 6902 425) by March 8, 2011, at the latest. For shares held in a securities deposit account, confirmation of holdings in accordance with sec. 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 for each item on 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 18, 2011, either by fax (+43 316 6902 425), by mail to ANDRITZ AG, 8045 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 sec. 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](http://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 19, 2011 (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 sec. 10a AktG shall suffice as proof of shareholding. This confirmation of holdings must be delivered not later than March 24, 2011 to one of the following addresses only:

By mail: ANDRITZ AG  
Investor Relations  
Att. Dr. Michael Buchbauer  
Stattegger Strasse 18  
8045 Graz/Austria

By fax: +43 (316) 6902 425

or

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

Transmission by SWIFT is not permissible (sec. 262 para. 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 24, 2011 at one of the aforementioned company addresses only.

Confirmation of holdings in compliance with sec. 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 19, 2011.

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 Annual 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 the document of appointment of a proxy holder by SWIFT is not permissible (sec. 262 para. 20 AktG).

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

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