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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

107th Annual General Meeting of Shareholders  
on Friday, March 21, 2014 at 10:30 a.m.  
Venue: Steiermarksaal at Grazer Congress,  
Schmiedgasse 2, 8010 Graz, Austria.

### Agenda

1. Presentation of the audited Financial Statements including Management Report and Corporate Governance Report as of December 31, 2013, as well as the Consolidated Financial Statements including Consolidated Management Report as of December 31, 2013, and the Supervisory Board's Report for the 2013 business year.
2. Resolution on the use of the Net Earnings shown in the Financial Statements as of December 31, 2013.
3. Resolution on discharge of the Executive Board Members for the 2013 business year.
4. Resolution on discharge of the Supervisory Board Members for the 2013 business year.
5. Resolution on the remuneration for the Supervisory Board Members for the 2013 business year.
6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2014 business year.
7. Appointment of two persons to the Supervisory Board.
8. Resolution on a stock option program.
9. Resolution on the amendment to the Articles of Association in Article 18 para. 2 and 3.

### DOCUMENTS FOR THE ANNUAL GENERAL MEETING

As of February 28, 2014, 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 Management Report,
- Corporate Governance Report,
- Consolidated Financial Statements including Consolidated Management Report,
- Proposal on the use of Net Earnings,
- Report by the Supervisory Board,
- each relating to the 2013 business year,
- Draft resolutions,
- Curricula vitae of the candidates to be appointed to the Supervisory Board under item 7 on the agenda and statement in compliance with sec. 87 para. 2 AktG,
- Draft for stock option program 2014,
- Comparison of the previous and new versions of the Articles of Association.

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 February 28, 2014, 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 sent to ANDRITZ AG, 8045 Graz, Stattegger Strasse 18, Investor Relations Department, Dr. Michael Buchbauer, or by fax (+43 316 6902 425) by February 28, 2014, at the latest. 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 therefore on the Company's Internet site. A request in text form in this regard must be sent to the Company not later than March 12, 2014, 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](mailto:michael.buchbauer@andritz.com) (a request in text form, e.g. as a PDF file, must be attached to the e-mail). 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.

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's 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 11, 2014 (record date).

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

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 to the Company not later than March 18, 2014 at one of the following addresses:

By mail: ANDRITZ AG  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen am Wechsel  
Austria

By fax: +43 (1) 8900 500 ext. 94

By e-mail: [anmeldung.andritz@hauptversammlung.at](mailto:anmeldung.andritz@hauptversammlung.at)

or

by SWIFT: GIBAATWGGMS

#### 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 11, 2014.

Confirmation of holdings shall be accepted in German and English.

Registration for the Annual General Meeting and submission of confirmation of holdings do not block shareholders' actions. 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.

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 Wednesday, March 19, 2014, 4.00 p.m. at one of the following addresses:

By mail: ANDRITZ AG  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen am Wechsel  
Austria

By fax: +43 (1) 8900 500 ext. 94

By e-mail: anmeldung.andritz@hauptversammlung.at  
(the proxy must be attached to the e-mail in text form,  
e.g. as a PDF file)

By SWIFT: GIBAATWGGMS

On the day of the Annual General Meeting only:

Personally: at the meeting venue when registering  
for the Annual General Meeting

A form for appointment of a proxy holder and a form for revocation of proxy will be sent to shareholders upon request or can be downloaded from the Company's Internet site at [www.andritz.com](http://www.andritz.com).

The above-stated requirements for appointment of a proxy holder shall apply mutatis mutandis for revocation of proxy.

A special service has been set up for shareholders who are prevented from taking

part in the Annual General Meeting in person. These shareholders can have their voting rights in the Annual General Meeting exercised by an independent proxy exercising the voting rights entirely according to and bound by the instructions of the shareholder in question. All shareholders wishing to avail themselves of this service, which is provided free of charge, are requested to contact Dr. Michael Buchbauer, ANDRITZ AG: phone: +43 (316) 6902 2979, fax +43 (316) 6902 425, or e-mail: michael.buchbauer@andritz.com.

If a shareholder has appointed his/her depositary bank as proxy holder, the bank need only submit notification of its appointment as a proxy holder in addition to the confirmation of holdings.

#### TOTAL NUMBER OF SHARES AND VOTING RIGHTS

At the date of convocation of the Annual General Meeting, the Company's share capital amounts to EUR 104,000,000.- and is divided into 104,000,000 no-par value shares. Each share represents one vote. The Company holds 216,993 own shares at the date of convocation of the General Meeting. No rights accrue to the Company from these shares. Thus, the total number of shares entitled to participate and vote amounts to 103,783,007 at the date of convocation of the General Meeting.

To allow for a smooth admission procedure, shareholders are requested to arrive in good time before the General Meeting starts and identify themselves at the registration counter presenting confirmation of holdings or valid photo-bearing identification (driver's license, passport, ID card). Admission to collect voting cards will begin at 10.00 a.m.

Graz, February 2014  
The Executive Board

Further inquiry note:  
Dr. Michael Buchbauer  
Head of Group Treasury  
Tel.: +43 316 6902 2979  
Fax: +43 316 6902 465  
mailto:michael.buchbauer@andritz.com

end of announcement                      euro adhoc

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