

22.02.2018 – 07:03 Uhr

## **EANS-General Meeting: Andritz AG / Invitation to the General Meeting according to art. 107 para. 3 Companies Act**

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21.02.2018

We herewith invite our shareholders to the

111th Annual General Meeting of Shareholders of ANDRITZ AG,  
headquartered in Graz, FN 50935 f.  
on Friday, March 23, 2018 at 10.30. a.m.  
Venue: Steiermarksaal at Grazer Congress,  
Schmiedgasse 2, 8010 Graz, Austria

### **A. AGENDA [§ 106 (3) of the AUSTRIAN STOCK CORPORATION ACT (AktG)]**

1. Presentation of the audited Financial Statements including the Management Report, the Corporate Governance Report, the Consolidated Financial Statements including Consolidated Management Report, the proposal on the allocation of net earnings, and the Supervisory Board's Report, each for the 2017 business year.
2. Resolution on the use of the net earnings shown in the Financial Statements as of December 31, 2017.
3. Resolution on discharge of the Executive Board members for the 2017 business year.
4. Resolution on discharge of the Supervisory Board members for the 2017 business year.
5. Resolution on the remuneration for the Supervisory Board members for the 2017 business year.
6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2018 business year.
7. Resolution on authorizations for the Executive Board in connection with the purchase and sale of treasury shares

Executive Board report pursuant to § 65 (3) AktG and in connection with treasury shares and resolutions authorizing the Executive Board according to the provisions of § 65 (1), line 8 AktG to purchase and, if necessary, cancel treasury shares in accordance with the provisions of the Austrian Stock Corporation and Stock Exchange Acts for a period of 30 months as from October 1, 2018, and authorizing the Executive Board to pass a resolution to also dispose of treasury shares by other means than through the stock exchange or by public offering, excluding the subscription rights of the shareholders, for a period of five years as from the date of such resolution and with the approval of the Supervisory Board.

8. Resolution on a stock option program.

### **B. INFORMATION TO BE PROVIDED [§ 106 (4) AktG]**

Pursuant to § 108 AktG, the following documents will be available at the latest as from the 21st day preceding the Annual General Meeting of Shareholders, that is at the latest as from March 2, 2018, on the company's web site at [andritz.com](http://andritz.com)

[<http://www.andritz.com/>], and at the Annual General Meeting:

- \* Convocation
- \* Motions by the Executive Board and the Supervisory Board concerning the individual items on the agenda
- \* Financial Statements for the 2017 business year, including the Management Report
- \* Consolidated Financial Statements for the 2017 business year, including the Consolidated Management Report
- \* Proposal of the Executive Board on the allocation of net earnings
- \* Corporate Governance Report for the 2017 business year
- \* Report by the Supervisory Board to the Annual General Meeting pursuant to § 96 AktG
- \* Executive Board report on justification of the exclusion of subscription rights under item 7 of the agenda (authorization of the Executive Board in connection with the purchase and disposal of treasury shares)
- \* Draft stock option program for 2018
- \* Forms for appointing and revoking appointment of a proxy

#### C. INFORMATION ON SHAREHOLDERS RIGHTS [§ 106(5) AKTG]

##### 1. Submission of agenda items by shareholders (§ 109 AktG)

Shareholders who own shares amounting to 5 percent of the share capital, individually or jointly, for at least three months before submission, can make a request in writing to have additional items placed on the agenda of the Annual General Meeting and announced. The application for each agenda item must contain a resolution proposal and a statement of grounds.

The applicant must provide proof of his shareholdings. In order to do so, a deposit confirmation pursuant to § 10a AktG is needed for shares held in safe custody. It must be issued by a custodian bank registered in a member state of the European Economic Area or a full member state of the OECD. The deposit confirmation must not be more than seven days old when it is presented to the company and must confirm that the shareholders have held the shares for at least three months before submitting their request. If there are several shareholders who can only attain the required shareholding of 5 percent of the share capital together, the deposit confirmations for all shareholders must refer to the same point in time (date, time).

Please refer to the remarks concerning eligibility (item D) for other content required in the deposit confirmation. The company must receive any written request (signature required) to include an additional agenda item together with the above mentioned proof of shareholding not later than 21 days before the Annual General Meeting, i.e. not later than March 2, 2018, to be delivered to the company's business address at Stattegger Strasse 18, AT-8045 Graz, for the attention of Dr. Michael Buchbauer, Investor Relations department.

##### 2. Resolution proposals by shareholders (§ 110 AktG)

Shareholders whose interest, individually or jointly, amounts to 1 percent of the share capital can send resolution proposals with a statement of grounds for each item on the agenda in written form and request that these proposals be made accessible on the company's web site ([andritz.com](http://www.andritz.com/) [<http://www.andritz.com/>]) together with the names of the shareholders concerned, the grounds to be attached to the proposal, and any comment by the Executive Board or Supervisory Board. If a proposal is made concerning the election of a member to the Supervisory Board, the statement by the person proposed pursuant to § 87 (2) AktG replaces the statement of grounds.

The applicant must provide proof of his shareholdings. In order to do so, a deposit confirmation pursuant to § 10a AktG is needed for shares held in safe custody. It must be issued by a custodian bank registered in a member state of the European Economic Area or a full member state of the OECD. The deposit confirmation must not be more than seven days old when it is submitted to the company. If there are several shareholders who can only attain the required shareholding of 1 percent of the share capital together, the deposit confirmations for all shareholders must refer to the same point in time (date, time). Please refer to the remarks concerning eligibility (item D) for other content required in the deposit confirmation.

The company must receive the resolution proposal together with the above mentioned proof of shareholding not later than seven working days before the Annual General Meeting, i.e. by March 14, 2018, at the latest, either

- \* by e-mail to: michael.buchbauer@andritz.com [michael.buchbauer@andritz.com], with the proposal wording attached as written text, as PDF for example, to the e-mail,
- \* by standard mail, courier service or handed over personally to the company's business address at Stattegger Strasse 18, AT-8045 Graz, for the attention of Dr. Michael Buchbauer, Investor Relations department, or
- \* by facsimile to +43 316 6902-465.

### 3. Right to information (§ 118 AktG)

Each shareholder must be provided with information on the company's business upon request at the Annual General Meeting to the extent that such information is necessary for a factual assessment of an item on the agenda. The obligation to provide information extends to cover the company's legal and business relationships with an associated company.

The information may be refused if

1. it could, on the basis of reasonable entrepreneurial judgment, be used to inflict considerable damage on the company or an associated company or
2. providing such information would constitute a criminal act.

In order to avoid prolonging the length of the meeting unduly, any questions that cannot be answered without a certain period of preparation should be sent to the company as written text (no signature required) in good time before the Annual General Meeting.

Questions can be sent to the company

- \* by e-mail to: michael.buchbauer@andritz.com [michael.buchbauer@andritz.com],
- \* by standard mail or courier service, or handed over personally at Stattegger Strasse 18, AT-8045 Graz, for the attention of Dr. Michael Buchbauer, Investor Relations department,
- \* by facsimile to +43 316 6902-465.

### 4. Motions brought during the Annual General Meeting (§ 119 AktG)

Each shareholder is entitled to bring forward motions concerning any item on the agenda during the Annual General Meeting.

### D. CUT-OFF DATE AND PRELIMINARY REQUIREMENTS FOR ATTENDING THE ANNUAL GENERAL MEETING [§ 106 (6) AND (7) AktG]:

Eligibility to attend and exercise shareholders' rights at the Annual General Meeting depends on the shareholding at the end of the 10th day before the date of the Annual General Meeting (cut-off date), which is March 13, 2018, 24:00 hrs CET (Vienna local time).

Only persons who are shareholders at the end of the cut-off date and can prove this to the company are eligible to attend the Annual General Meeting.

A deposit confirmation pursuant to § 10a AktG is needed on the cut-off date as proof of shareholding for bearer shares. It must be issued by a custodian bank registered in a member state of the European Economic Area or a full member state of the OECD.

The deposit confirmation must contain the following information [§ 10a (2) AktG]:

- \* Name of the issuer: (Company) Name and address or a code used in communications between banks
- \* Name of the shareholder: Name/company, address, date of birth of individuals, register and register number of legal entities

- \* Information on shares: Number of the shareholder's shares, class of shares or international securities identification number
- \* Deposit number or other designation
- \* Information stating that the certificate relates to the deposit status on March 13, 2018, at 24:00 hrs CET (Vienna local time)

The deposit confirmation can be issued in German or in English. The deposit confirmation must arrive not later than three working days before the Annual General Meeting, thus at the latest on March 20, 2018 at 24:00 hrs CET (Vienna local time), by one of the following means:

- \* as a written document duly undersigned by the issuing bank, sent by standard mail or courier service and addressed to HV-Veranstaltungsservice GmbH, Köppel 60, AT-8242 St. Lorenzen am Wechsel,
- \* by facsimile to +43 (0)1 8900 500-94,
- \* by e-mail to: anmeldung.andritz@hauptversammlung.at [anmeldung.andritz@hauptversammlung.at], with the deposit confirmation attached as PDF-file,
- \* via SWIFT to GIBAATWGGMS (message type MT598, stating ISIN AT0000730007 as essential reference).

Banks are requested to submit deposit confirmations collectively (in the form of a list) if possible.

#### Access to the Annual General Meeting

Communication of the deposit confirmation shall also be accepted as registration for the Annual General Meeting. The shareholders and/or their representatives are requested to show official photo identification (driver's license, passport, ID card) to verify their identity when entering the Annual General Meeting. We kindly request you to consider the numerous participants expected and the safety precautions now customary when planning your schedule. Admission for collection of voting cards begins at 09:00 hrs.

#### E. APPOINTING A REPRESENTATIVE [§ 106 (8) AktG]

Pursuant to § 113 AktG, each shareholder eligible to attend the Annual General Meeting is entitled to appoint an individual or a legal entity as representative. The representative attends the Annual General Meeting on behalf of the shareholder and has the same rights as the shareholder being represented. Each power of proxy must name the representative by name. The shareholder is not subject to any limits in the number of persons appointed as representatives, nor in selection thereof, however the company itself or a member of the Executive or Supervisory Board may only exercise voting rights as a representative if the shareholder has given explicit instructions concerning the individual items on the agenda.

The power of proxy must be issued to a specific person. A power of proxy and any withdrawal thereof must be made as written text.

A shareholder can assign this power of proxy to the custodian bank by agreement. In this case, the bank only has to submit a statement to the company together with the deposit confirmation using one of the means permitted that it has been given power of proxy; in such case, the power of proxy itself has not to be sent to the company.

Any power of proxy can be withdrawn by the shareholder. This withdrawal does not take effect until the company has received it. Statements concerning the granting and withdrawal of proxy powers can only be conveyed by one of the following means:

- \* by standard mail or courier service to HV-Veranstaltungsservice GmbH, Köppel 60, AT-8242 St. Lorenzen am Wechsel,
- \* by facsimile to +43 (0)1 8900 500-94,
- \* by e-mail to: anmeldung.andritz@hauptversammlung.at [anmeldung.andritz@hauptversammlung.at], with the proxy wording attached as written text, for example PDF, to the e-mail,
- \* by being submitted personally at the entrance to the Annual General Meeting,

\* via SWIFT to GIBAATWGGMS (message type MT598, stating ISIN AT0000730007 as essential reference) and sent by the banks pursuant to § 114 (1), sentence 4, AktG.

The power of proxy or withdrawal of power of proxy must arrive by 16:00 hrs CET (Vienna local time) on the day before the Annual General Meeting (thus March 22, 2018). After this time, the power of proxy or withdrawal thereof must be submitted personally on the day of the Annual General Meeting during registration at the meeting location.

The company has provided forms on its web site (andritz.com [http://www.andritz.com/]) for assigning power of proxy. We recommend using the forms available on the web site to simplify handling of powers of proxy.

As a special service, shareholders who cannot attend the Annual General Meeting personally have the opportunity to have their voting rights exercised at the Annual General Meeting by an independent voting proxy tied only to the instructions of the respective shareholder. Shareholders who wish to make use of this free service are requested to contact Dr. Michael Buchbauer, ANDRITZ AG, tel.: +43 316 6902-2979, facsimile: +43 316 6902-465, or e-mail: michael.buchbauer@andritz.com [michael.buchbauer@andritz.com].

#### F. Broadcast OF THE ANNUAL GENERAL MEETING [§ 106 (2) AktG]

There will be no audio or video broadcast of the Annual General Meeting available in the internet.

#### G. TOTAL NUMBER OF SHARES AND VOTING RIGHTS [§ 106 (9) AktG]

The company's share capital at the time of convening the Annual General Meeting amounts to EUR 104,000,000 and is divided into 104,000,000 no-par value shares. Each share carries one vote. At the time of convening the Annual General Meeting, the company holds 2,940,870 treasury shares. These shares do not carry any voting rights. Thus, the total number of shares eligible for attendance and voting at the time of convening the Annual General Meeting is 101,059,130.

Graz, February 2018  
The Executive Board of ANDRITZ AG

Further inquiry note:

Dr. Michael Buchbauer  
Head of Group Finance, Corporate Communications & Investor Relations  
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