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

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22.02.2019

Convening of the 112th Annual General Meeting

We hereby invite our shareholders to attend the 112th Annual General Meeting of ANDRITZ AG, with headquarters in Graz, FN 50935 f, in the Steiermarksaal at Grazer Congress, Schmiedgasse 2, 8010 Graz, on Wednesday, March 27, 2019, at 10:30 a.m.

I. AGENDA

1. Presentation of the Financial Statements including the Management Report and Corporate Governance Report, the Consolidated Financial Statements including the Consolidated Management Report, the Proposal on the Allocation of Net Earnings and the Supervisory Board's Report for the 2018 business year.
2. Resolution on the use of the net earnings
3. Resolution on discharge of the Executive Board members for the 2018 business year
4. Resolution on discharge of the Supervisory Board members for the 2018 business year
5. Resolution on the remuneration for the Supervisory Board members for the 2018 business year
6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2019 business year
7. Appointment of two persons to the Supervisory Board

II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVIDING OF INFORMATION ON THE WEB SITE

In particular, the following documents shall be available on the company's web site at andritz.com [<http://www.andritz.com/>] as entered in the Companies Register not later than March 6, 2019:

- \* Financial Statements with Management Report and Consolidated Non-financial Statement
- \* Corporate Governance Report
- \* Consolidated Financial Statements with Consolidated Management Report
- \* Proposal for use of the net earnings
- \* Supervisory Board Report

for the 2018 business year in each case

- \* Motions on items 2 to 7 on the agenda
- \* Statements by the candidates for appointment to the Supervisory Board on TOP 7 pursuant to § 87 (2) of the Austrian Stock Corporation Act (AktG), including curriculum vitae
- \* Form for granting a proxy
- \* Form for granting a proxy to a proxy holder

- \* Form for revoking a proxy
- \* Full wording of this convening document for the Annual General Meeting

### III. RECORD DATE AND PREREQUISITES FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the Annual General Meeting and to exercise voting and all other shareholders' rights to be asserted at the Annual General Meeting is conditional upon the shareholding at the end of the day on March 17, 2019 (record date).

Only those who hold shares on this record date and can provide evidence of this to the company are entitled to take part in the Annual General Meeting.

A safe custody receipt pursuant to § 10a AktG to be received by the company not later than March 22, 2019 (24:00 hrs CET, time in Vienna) exclusively via one of the following communication channels at one of the following addresses is required as evidence of the shareholding on the record date.

- \* For submission of the safe custody receipt in writing, which is sufficient according to Article 18 (3) of the Articles of Association
  - by fax +43 1 8900 500 94
  - by e-mail [anmeldung.andritz@hauptversammlung.at](mailto:anmeldung.andritz@hauptversammlung.at) (safe custody receipts in PDF format please)
- \* For submission of the safe custody receipt in written form
  - by mail or courier service  
 ANDRITZ AG  
 c/o HV-Veranstaltungsservice GmbH  
 8242 St. Lorenzen am Wechsel, Köppel 60
  - by SWIFT  
 GIBAATWGGMS (message type MT589 or MT599, it is absolutely essential to state ISIN AT00000730007 in the message text)

The shareholders are requested to contact their depositary bank and arrange for a safe custody receipt to be issued and submitted.  
 The record date has no effect on the saleability of the shares and has no bearing on dividend entitlement.

Safe custody receipt pursuant to § 10a AktG

The safe custody receipt must be issued by the depositary bank with headquarters in a member state of the European Economic Area or a full member of the OECD and must contain the following information:

- \* Information on the issuer: Name/company and address or code normally used in communication between banks (BIC).
- \* Information on the shareholder: Name/company, address, date of birth of individuals, companies' register and register number of legal entities,
- \* Information on the shares: number of shares held by the shareholder, ISIN AT00000730007
- \* Safe custody account number or other designation
- \* Reference time of the safe custody receipt

The safe custody receipt as evidence of shareholding for the purpose of participation in the Annual General Meeting must refer to the end of the day on

the record date March 17, 2019 (24:00 hrs, CET, time in Vienna).

The safe custody receipt will be accepted in German or English.

#### Proof of identity

The shareholders and their proxy holders are requested to have valid official photo ID available for identification purposes when registering.

If you are attending the Annual General Meeting as a proxy holder, please also bring your proxy document with you as well as your official photo ID. If the original proxy document has already been sent to the company, access will be simpler if you have a copy of the proxy document with you.

ANDRITZ AG reserves the right to check the identity of persons attending the meeting. If it is not possible to establish someone's identity, this person may be refused access.

#### IV. OPTION OF APPOINTING A PROXY HOLDER AND THE PROCEDURE TO BE FOLLOWED

Each shareholder who is entitled to participate in the Annual General Meeting and has provided proof thereof to the company in accordance with the regulations in Item III of the present convening document is entitled to appoint a proxy holder to take part in the Annual General Meeting on behalf of the shareholder. This proxy holder shall have the same rights as the shareholder he is representing.

The proxy must be granted to a specific person (individual or legal entity) in writing [§ 13 (2) AktG]; it is also possible to grant a proxy to several persons.

A proxy may be granted prior to or during the Annual General Meeting.

We offer the following communication channels and addresses for submission of proxies:

by mail or courier service

ANDRITZ AG  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen am Wechsel, Köppel 60

by fax +43 1 8900 500 94

by e-mail [anmeldung.andritz@hauptversammlung.at](mailto:anmeldung.andritz@hauptversammlung.at)  
(proxies in PDF format please)

The proxies must be received at one of the addresses mentioned above not later than March 26, 2019, 16:00 hrs CET, time in Vienna, unless they are submitted on the day of the Annual General Meeting at the entry and exit checks to and from the Annual General Meeting.

A proxy form and a form for withdrawal of a proxy can be downloaded from the company's web site at [andritz.com](http://www.andritz.com) [<http://www.andritz.com/>]. In the interests of smooth handling, we kindly request that you always use the forms provided. Details of the granting of a proxy, particularly the written form and content, are provided in the proxy form available to the shareholders.

If the shareholder grants a proxy to his depositary bank (§ 10a AktG), it is sufficient if this bank provides a statement that it has been granted a proxy through the channels provided for submission thereof to the company in addition to the safe custody receipt.

Shareholders can also exercise their rights at the Annual General Meeting after having granted a proxy. If a shareholder attends the meeting personally, any proxy granted beforehand shall be considered withdrawn.

The above regulations on the granting of a proxy apply mutatis mutandis to withdrawal of the proxy.

#### Independent voting proxy holders

As a special service, shareholders have the option of having their voting right exercised at the Annual General Meeting and according to their instructions by Dr. Michael Knap as independent voting proxy holder; a special proxy form for this purpose can be downloaded from the company's web site at andritz.com [<http://www.andritz.com/>].

Shareholders can also contact Dr. Michael Knap directly by phone +43 1 876 3343-30, fax +43 1 876 3343-39 or e-mail [michael.knap@iva.or.at](mailto:michael.knap@iva.or.at) [[michael.knap@iva.or.at](mailto:michael.knap@iva.or.at)].

#### V. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO §§ 109, 110, 118, AND 119 AktG

##### 1. Addition to the agenda by shareholders pursuant to § 109 AktG

Shareholders may request that additional items be added to the agenda of this Annual General Meeting and announced if their aggregate holding reaches 5% of the total shares and they have held these shares for at least three months before submitting the request, provided that this request is delivered to the company by mail or courier service not later than March 6, 2019 (24:00 hrs, CET, time in Vienna) and addressed exclusively to ANDRITZ AG, att. Dr. Michael Buchbauer, Investor Relations department, Stattegger Strasse 18, 8045 Graz, Austria. Each agenda item requested in this way must include a resolution proposal and state the reason for the request. Proof of shareholding must be brought by submitting a safe custody receipt pursuant to § 10a AktG confirming that the shareholders making the request have held the shares for at least three months before submitting the request. This safe custody receipt must not be more than seven days old at the time of submission to the company. Reference is made to the information on entitlement to participate (Item III) concerning the other requirements relating to the safe custody receipt.

##### 2. Resolution proposals for the agenda by shareholders pursuant to § 110 AktG

Shareholders may submit resolution proposals in writing, including the reasons for the proposal, for any item on the agenda and request that these proposals be made accessible together with the name of the shareholder concerned, the reasons to be attached to the proposal and any comments thereon by the Executive Board or the Supervisory Board on the company's web site as entered in the Companies' Register if their aggregate holding reaches 1% of the total shares, provided that this request is delivered to the company either in writing by fax to 43 316 6902-465 or by mail, courier service or personally to ANDRITZ AG, att. Dr. Michael Buchbauer, Investor Relations department, Stattegger Strasse 18, 8045 Graz, Austria, or by e-mail to [michael.buchbauer@andritz.com](mailto:michael.buchbauer@andritz.com) [[michael.buchbauer@andritz.com](mailto:michael.buchbauer@andritz.com)] not later than March 18, 2019 (24:00 hrs, CET, time in Vienna). The request in writing, for example in PDF format, should be attached to the e-mail.

The declaration by the person proposed pursuant to § 87 (2) AktG shall take the place of the reasons in a proposal for election of a Supervisory Board member. Proof of shareholding must be brought by submitting a safe custody receipt pursuant to § 10a AktG, which must not be more than seven days old at the time of submission to the company. Reference is made to the information on entitlement to participate (Item III) concerning the other requirements relating

to the safe custody receipt.

### 3. Shareholders' right to information pursuant to § 118 AktG

Each shareholder shall, upon request, receive information at the Annual General Meeting on matters concerning the company to the extent that such information is necessary in order to properly evaluate an item on the agenda. The obligation to provide information also extends to the legal relationships between the company and an affiliated company and to the situation within the Group and the companies included in the Consolidated Financial Statements.

Information may be denied if it would be deemed suitable according to reasonable entrepreneurial judgment to cause significant harm to the company or an associated company or if such disclosure would be liable to prosecution.

As a general principle, requests for information at the Annual General Meeting should be made verbally, but can also be submitted in writing.

In the interests of efficiency, questions to which the answers require some time to prepare should be submitted to the Executive Board in writing and in good time before the Annual General Meeting. The questions may be sent to the company by fax to +43 316 6902-465 or by e-mail to michael.buchbauer@andritz.com [michael.buchbauer@andritz.com].

### 4. Requests from shareholders at the Annual General Meeting pursuant to § 119 AktG

Each shareholder is entitled to table motions concerning any item on the agenda at the Annual General Meeting regardless of shareholding. If several motions are tabled concerning an item on the agenda, the Chairman shall determine the order of the vote pursuant to § 119 (3) AktG.

However, if a shareholder tables a motion for election of a member of the Supervisory Board, it is mandatory that a resolution proposal pursuant to § 110 AktG is submitted within the time period allowed: Candidates for election to the Supervisory Board (Item 7 on the agenda) can only be proposed by shareholders whose aggregate shareholding reaches 1% of the total shares. Such election proposals must be delivered to the company as described above (Item V, para. 2) not later than March 18, 2019. Each proposal must be accompanied by the declaration pursuant to § 87 (2) AktG by the candidate for election concerning professional qualifications, professional or comparable functions, and all circumstances that could give cause for concern with regard to the candidate's impartiality.

Otherwise the shareholders' motion for election of a member of the Supervisory Board can not be considered in the vote.

Please note that ANDRITZ AG is not subject to § 86, (7) AktG and need not take the minimum shareholding requirement pursuant to § 86 (7) into account.

### 5. Information on the web site

More information on these shareholders' rights pursuant to §§ 109, 110, 118, and 119 AktG can be found on the company's web site at andritz.com [<http://www.andritz.com/>].

### 6. Information on shareholders' data protection

ANDRITZ AG processes shareholders' personal data (particularly data pursuant to § 10a (2) AktG, which are name, address, date of birth, number of the securities account, number of shares held, type of shares if applicable, voting card number, as well as the name and date of birth of the proxy holder(s) if applicable) on the basis of the data protection regulations applying, in particular the European General Data Protection Regulation (GDPR) and the

Austrian Data Protection Act in order to enable the shareholders to exercise their rights at the Annual General Meeting.

Processing of shareholders' personal data is absolutely necessary if shareholders and their proxy holders are to participate in the Annual General Meeting pursuant to the Austrian Stock Corporation Act. The legal basis for data processing is thus Section 6 (1) c) GDPR.

ANDRITZ AG is the processor. ANDRITZ AG uses external service companies, such as notaries, attorneys, banks, and IT service providers, for the purposes of organizing the Annual General Meeting. These companies only receive such personal data from ANDRITZ AG as are necessary to perform the service ordered and process the data exclusively according to ANDRITZ AG's instructions. ANDRITZ AG has concluded data protection agreements with these service companies to the extent required by law.

If a shareholder takes part in the Annual General Meeting, all of the shareholders present or their proxy holders, the members of the Executive and Supervisory Boards, the notary public and all other persons with a legal right to participate can examine the list of participants (§ 117 AktG) and thus also access the personal data it contains (including name, place of residence, and shareholding). In addition, ANDRITZ AG is under legal obligation to submit shareholders' personal data (in particular the list of participants) to the Companies' Register as part of the notarial record (§ 120 AktG).

The shareholders' data are rendered anonymous or deleted as soon as they are no longer needed for the purposes for which they were collected and processed and to the extent that there are no other legal obligations that require these data to be stored. Obligations to verify and store data result, in particular, from company, stock corporation and takeover law, fiscal and tax legislation, and from anti-money laundering regulations. If any legal claims are raised against ANDRITZ AG by shareholders or by ANDRITZ AG against shareholders, storage of personal data is used in individual cases to settle and enforce claims. In connection with legal proceedings in civil courts, this can result in data being stored for the duration of the limitation period plus the duration of the legal proceedings until they are legally terminated.

Each shareholder has the right of access, rectification, restriction of processing, objection, and deletion at any time concerning processing of personal data as well as a right of data portability pursuant to Chapter III of the GDPR. Shareholders can enforce these rights towards ANDRITZ AG free of charge at the following e-mail address [michael.buchbauer@andritz.com](mailto:michael.buchbauer@andritz.com) [[michael.buchbauer@andritz.com](mailto:michael.buchbauer@andritz.com)] or using the following contact data:

ANDRITZ AG  
Stattegger Strasse 18  
A-8045 Graz  
Fax: +43 316 6902-465

In addition, shareholders have the right to lodge a complaint with the data protection supervisory authority pursuant to Article 77 of the GDPR.

Further information on data protection can be found in the Data Protection Statement on the ANDRITZ AG web site at [andritz.com](http://www.andritz.com) [<http://www.andritz.com/>].

## VI. FURTHER DETAILS AND INFORMATION

### 1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the company's share capital amounts to EUR 104,000,000.- divided into 104,000,000 shares issued to bearers.

Each share carries one vote.

At the time of convening the Annual General Meeting, the company holds 3,037,748 of its own shares. These shares do not carry any rights, also no voting rights. The total number of shares eligible for participation and voting shares at the time of convening the Annual General Meeting is 100,962,252.

Graz, February 2019  
The Executive Board

Further inquiry note:  
Dr. Michael Buchbauer  
Head of Group Finance, Corporate Communications & Investor Relations  
Tel.: +43 316 6902 2979  
Fax: +43 316 6902 465  
<mailto:michael.buchbauer@andritz.com>

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