



EQS-News: Andritz AG / Announcement of the Convening of the General Meeting

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Announcement of the Convening of the General Meeting, transmitted by EQS - a service of EQS Group AG.

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ANDRITZ AG

Graz, FN 50935 f

ISIN AT0000730007

("Company")

**Convening of the 115th Annual General Meeting of ANDRITZ AG
on Thursday, April 7, 2022, at 10:30 a.m., time in Vienna**

The location of the Annual General Meeting pursuant to § 106 (1) AktG
is the company headquarters at Stattegger Strasse 18, 8045 Graz

I. VIRTUAL ANNUAL GENERAL MEETING

1. COVID-19 Company Law Act (COVID-19-GesG) and COVID-19 Company Law Regulation (COVID-19-GesV)

Due to the current pandemic situation, the Executive Board has decided to make use of the legal provision to hold a virtual Annual General Meeting to protect the shareholders and other participants.

Pursuant to § 1 (2) COVID-19-GesG, Federal Law Gazette I no. 16/2020 as amended by Federal Law Gazette I no. 246/2021 and COVID-19-GesV (Federal Law Gazette II no. 140/2020 as amended by Federal Law Gazette II no. 609/2021) and in consideration of the interests of both the company and the participants, the Annual General Meeting of **ANDRITZ AG** on **April 7, 2022**, will be conducted as a "virtual Annual General Meeting".

This means that shareholders and their representatives (except the special voting proxy holders pursuant to § 3 (4) COVID-19 GesV) cannot be physically present at the Annual General Meeting of **ANDRITZ AG** on **April 7, 2022**, following this decision by the Executive Board.

The Annual General Meeting will be held at the company headquarters at Stattegger Strasse 18, 8045 Graz, exclusively in the physical presence of the Supervisory Board Chairman, a Deputy Chairman of the Supervisory Board, the Chairman of the Executive Board and the other Executive Board members, the certifying notary public and the four special voting proxy holders suggested by the company.

Holding the Annual General Meeting as a virtual meeting pursuant to COVID-19 GesV results in some changes to the Annual General Meeting procedures and in the exercise of shareholders' rights.

Voting rights, the right to propose resolutions and the right to raise objections can only be exercised by one of the special voting proxy holders proposed by the company pursuant to § 3 (4) COVID-19 GesV.

The right to information can be exercised during the virtual Annual General Meeting by the shareholders themselves via electronic communication. This communication is possible in text form only by direct e-mail to the company at fragen.andritz@hauptversammlung.at provided that the shareholders have sent a safe custody receipt pursuant to § 10a AktG according to item IV and authorized a special voting proxy holder according to item V before the deadline stated.

2. Annual General Meeting broadcast on the Internet

The Annual General Meeting will be broadcast by audiovisual means on the Internet in full and in real time pursuant to § 3 (1), (2) and (4) COVID-19 GesV in conjunction with § 102 (4) AktG.

This is permissible under data protection law with regard to the legal basis provided by § 3 (1), (2) and (4) COVID-19 GesV.

All of the company's shareholders can attend the Annual General Meeting as a virtual Annual General Meeting using the appropriate equipment (e.g. computer, laptop, tablet or smartphone together with an Internet connection with sufficient bandwidth for streaming videos) at www.andritz.com as from approximately 10:30 hrs, time in Vienna, on **April 7, 2022**. There is no need for registration or login to attend the Annual General Meeting.

As the virtual Annual General Meeting will be broadcast on the Internet, all shareholders will be able to follow the Annual General Meeting and, in particular, the Executive Board's presentation, the answers to shareholders' questions and the voting process in real time via this one-way audiovisual connection.

We wish to point out that this live broadcast as a virtual Annual General Meeting does not permit remote participation (§ 102 (3) line 2 AktG) or remote voting (§ 102 (3) line 3 AktG and § 126 AktG) and that the Internet broadcast is not a two-way connection. Hence, an individual shareholder can only follow the Annual General Meeting and is not able to speak via this connection.

Similarly, we must point out that the company is only responsible for the use of technical means of communication to the extent that they are attributable to its own sphere (§ 2 (6) COVID-19 GesV).

Furthermore, we wish to draw your attention to the information on the organizational and technical requirements for participation pursuant to § 3 (3) in conjunction with § 2 (4) COVID-19 GesV ("**information concerning participation**").

II. 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 2021 business year
2. Resolution on the use of the net earnings
3. Resolution on discharge of the Executive Board members for the 2021 business year
4. Resolution on discharge of the Supervisory Board members for the 2021 business year

5. Resolution on the remuneration for the Supervisory Board members for the 2021 business year
6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2022 business year
7. Appointment of one person to the Supervisory Board
8. Resolution on the remuneration report
9. Resolution on amending § 7 (1) of the Articles of Association

III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING, PROVIDING OF INFORMATION ON THE WEB SITE

In particular, the following documents shall be available pursuant to § 108 (3) and (4) AktG on the company's web site at www.andritz.com, as entered in the Companies Register, not later than **March 17, 2022**:

- **Information concerning participation:** Information on the organizational and technical requirements for participation pursuant to § 3 (3) in conjunction with § 2 (4) COVID-19 GesV
- Resolution proposals
- DOCUMENTS FOR ITEM 1 ON THE AGENDA
 - Financial Report 2021
 - Financial Statements 2021 of ANDRITZ AG
 - Management Report incl. Consolidated Non-financial Statement
 - Consolidated Corporate Governance Report 2021
 - Proposal for use of the net earnings
 - Report of the Supervisory Board
- DOCUMENTS FOR ITEM 7 ON THE AGENDA
 - Resolution proposal by Custos Vermögensverwaltungs GmbH pursuant to § 86 (4) line 2 AktG regarding the election of Wolfgang LEITNER
 - Wolfgang LEITNER: Declaration pursuant to § 87 (2) AktG and curriculum vitae
 - Overview of Supervisory Board and committee meetings 2021
- DOCUMENTS FOR ITEM 8 ON THE AGENDA
 - Remuneration report
- Form for granting a proxy with special voting rights pursuant to § 3 (4) COVID-19 GesV
- Form for revoking a proxy
- Question form
- Convening of the 115th Annual General Meeting

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

The right to participate in the virtual Annual General Meeting and to exercise voting and all other shareholders' rights to be asserted at the Annual General Meeting pursuant to COVID-19 GesG and COVID-19 GesV is conditional upon the shareholding at the end of the day on **March 28, 2022** (24:00 hrs, time in Vienna) (**record date**).

Only persons who are shareholders on this record date and provide proof thereof to the company are entitled to take part in and to exercise their shareholder rights at this virtual Annual General Meeting pursuant to COVID-19 GesG and COVID-19 GesV.

A safe custody receipt pursuant to § 10a AktG that must be received by the company not later than **April 4, 2022** (24:00 hrs, time in Vienna) via one of the following communication channels at one of the following addresses is to be provided as evidence of the shareholding on the record date.

- For submission of the safe custody receipt in text form, which is sufficient according to item V. Article 18 (3) of the Articles of Association
 - by fax: +43 1 8900 500 94
 - by e-mail: anmeldung.andritz@hauptversammlung.at (safe custody receipts in PDF format please)
- For submission of the safe custody receipt in written form
 - by mail or messenger service:
ANDRITZ AG
 c/o HV-Veranstaltungsservice GmbH
 8242 St. Lorenzen am Wechsel, Köppl 60
 - by SWIFT:
 GIBAAATWGGMS
 (Message type MT598 or MT599, it is essential to state ISIN AT0000730007 in the message text)

It is not possible to **appoint a properly authorized, special voting proxy holder and to exercise the voting rights of the shareholders** if the company **does not receive the safe custody receipt** in time.

The shareholders are requested to contact their custodian 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 custodian 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 (§ 10a (2) AktG):

- Information on the issuer: Name/company and address or code normally used in communication between banks (SWIFT code)

- Information on the shareholder: Name/company, address, date of birth of individuals, companies' register and register number of legal entities, as applicable
- Safe custody or securities account number or other designation
- Information on the shares: number of shares held by the shareholder, ISIN AT0000730007 (international securities identification number)
- Reference time or time period to which the safe custody receipt refers

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 28, 2022** (24:00 hrs, time in Vienna). The safe custody receipt will be accepted in German or English.

V. APPOINTING A SPECIAL VOTING PROXY HOLDER AND THE PROCESS TO BE OBSERVED FOR THIS PURPOSE

Each shareholder who is entitled to attend the virtual Annual General Meeting pursuant to COVID-19 GesG and COVID-19 GesV and has provided proof thereof as stipulated in item IV of the present convening document has the right to appoint a special voting proxy holder.

Pursuant to § 3 (4) COVID-19 GesV, it is only possible to table a motion, vote and raise an objection during this virtual Annual General Meeting of **ANDRITZ AG** on **April 7, 2022**, through one of the special voting proxy holders.

The following persons, who are suitable and independent of the company are proposed as special voting proxy holders:

(i) Attorney-at-law Dr. Paul Fussenegger
1010 Vienna, Rotenturmstrasse 12/6
e-mail: fussenegger.andritz@hauptversammlung.at

(ii) Dr. Michael Knap
c/o Interessenverband für Anleger, IVA
1130 Vienna, Feldmühlgasse 22
e-mail: knap.andritz@hauptversammlung.at

(iii) Attorney-at-law Dr. Christoph Nauer, LL.M.
c/o bpv Hügel Rechtsanwälte GmbH
2340 Mödling, Enzersdorferstrasse 4
e-mail: nauer.andritz@hauptversammlung.at

(iv) Attorney-at-law Mag. Philipp Stossier
c/o Stossier Heitzinger Rechtsanwälte
4600 Wels, Dragonerstrasse 54
e-mail: stossier.andritz@hauptversammlung.at

Each shareholder can choose one of the four persons mentioned above as his special voting proxy holder and grant this person a proxy. Granting a proxy to someone else is not permitted according to § 3 (4) COVID-19-GesV.

A separate **proxy form** for granting the proxy to the special voting proxy holders will be available on the **company's web site at www.andritz.com** by March 17, 2022 at the latest. We kindly request you to use this proxy form.

The requirements stated in the **information concerning participation** must be observed for granting of proxy and the respective submission options and deadlines.

It is expressly forbidden to hand over the proxy personally at the meeting location.

VI. 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 in writing that **additional items be added to the agenda** of this Annual General Meeting and announced if their individual or 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 in writing to the company by mail or messenger service not later than **March 17, 2022** (24:00 hrs, time in Vienna) and addressed exclusively to **ANDRITZ AG, att. Dr. Michael Buchbauer, Investor Relations Department, Stattegger Strasse 18, 8045 Graz, Austria**, or by e-mail with qualified electronic signature to michael.buchbauer@andritz.com or by SWIFT to GIBAAWGGMS.

"In writing" means with a hand-written signature or the company's legally binding signature by each requester or, if submitted by e-mail, with a qualified electronic signature, or, if submitted via SWIFT, with message type MT598 or MT99, where the text must also state ISIN code AT0000730007.

Each agenda item requested in this way must include a resolution proposal and state the reason for the request. The agenda item and the proposed resolution, but not the reasons for the resolution, must also be worded in German. 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. Several share safe custody receipts that only communicate an aggregate shareholding of 5% all together must refer to the same time and date.

Reference is made to the information on entitlement to participate (item IV of this convening document) 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 text form, 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 individual or aggregate holding reaches **1% of the total shares** provided that this request is delivered to the company either in text form by fax to 43 316 6902-465, by mail, messenger 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

not later than **March 29, 2022** (24:00 hrs, time in Vienna), where the shareholders' request in text form is attached to the e-mail, for example as a PDF file. If text form is required pursuant to § 13 (2) AktG for declarations, the declaration must be submitted in a certificate or in another way using written characters suitable for permanent reproduction, stating the identity of the person making the statement and indicating the end of the statement by a facsimile of the person's signature or by other means. The proposed resolution, but not the reasons for it, must also be worded in German.

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. Several safe custody receipts that only communicate an aggregate shareholding of 1% all together must refer to the same time and date.

Reference is made to the information on entitlement to participate (item IV of this convening document) concerning the other requirements relating to the safe custody receipt.

3. Information pursuant to § 110 (2), sentence 2 in conjunction with § 86 (7) and (9) AktG

This information is not needed because **ANDRITZ AG** is not subject to § 86 (7) AktG and need not take the minimum shareholding requirement pursuant to § 86 (7) AktG into account.

4. 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 disclosure thereof would be grounds for prosecution. In order to exercise the shareholders' right to information, a shareholder must provide proof of the right to participate (item IV of the convening document) and grant a proxy to a special voting proxy holder (item V of the convening document).

We expressly point out that the **right to information and the right to speak during this virtual Annual General Meeting** can only be exercised by the shareholders themselves by using electronic mail to send questions or the statement directly to the company by e-mail to fragen.andritz@hauptversammlung.at.

The shareholders are requested to send all **questions beforehand in text form** by e-mail to fragen.andritz@hauptversammlung.at. The questions must be sent in time to reach the company not later than three working days before the Annual General Meeting, which is by **April 4, 2022**. This will serve to ensure that the meeting is conducted efficiently in the interests of all participants in the Annual General Meeting, especially in dealing with questions requiring lengthy preparation.

This will enable the Executive Board to prepare as carefully as possible for the meeting and answer your questions quickly.

Please use the question form available on the company's web site at www.andritz.com. If this question form is not used, the person addressing the question (name/company, date of birth/Companies' Register number of the shareholder) must be stated in the respective e-mail. In order to enable the company to establish the identity and conformity with the safe custody receipt, we kindly request you to also state your custody account number in the e-mail in this case.

Please note that the Chairman may define appropriate time limits during the Annual General Meeting.

More detailed information and ways of exercising the shareholders' right to information pursuant to § 118 AktG are provided in the **information concerning participation**.

5. Motions tabled by shareholders at the Annual General Meeting pursuant to § 119 AktG

Irrespective of a specific shareholding, all shareholders are entitled to table motions relating to any item on the agenda through their special voting proxy holder during the virtual Annual General Meeting pursuant to COVID-19 GesG and COVID-19 GesV.

However, motions can only be submitted to the respective special voting proxy holder chosen by the shareholder and be tabled by the special voting proxy holder in the Annual General Meeting.

The time until which instructions can be issued to the special voting proxy holders on a motion tabled will be determined by the Chairman in the course of the virtual Annual General Meeting.

In order to do so, the shareholder **must provide proof of the right to participate** pursuant to item IV. of the present convening document **and** of the granting of the corresponding **proxy to the special voting proxy holder** in accordance with item V. of the present convening document.

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 be 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 VI, para. 2) not later than **March 29, 2022**. Each proposal must be accompanied by the declaration pursuant to § 87 (2) AktG by the candidate for election concerning their professional qualifications, their 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.

More detailed information and ways of exercising the shareholders' right to table motions pursuant to § 119 AktG are provided in the **information concerning participation**.

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.

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 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 www.andritz.com.

VII. FURTHER DETAILS AND INFORMATION

1. Total number of shares and voting rights

At the time of convening the virtual Annual General Meeting, the company's share capital amounts to EUR 104,000,000.- and is divided into 104,000,000 shares issued to bearers. Each share carries one vote at the virtual Annual General Meeting.

At the time of convening the virtual Annual General Meeting, the company holds 5,154,065 of its own shares. These shares do not carry any rights, also no voting rights. Any change in the holding of the company's own shares up to the Annual General Meeting will be announced during the meeting. There are not several different types of shares.

2. No physical presence

We wish to point out once again that neither shareholders nor guests are permitted to personally attend the upcoming Annual General Meeting, to be held as a virtual Annual General Meeting pursuant to COVID-19 GesV.

Graz, March 2022
The Executive Board

All personal designations refer to all genders equally.

09.03.2022

Language:	English
Company:	Andritz AG Stattegger Straße 18 8045 Graz Austria
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Listed:	Vienna Stock Exchange (Official Market)

End of News

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