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EQS-News: Andritz AG / Announcement of the Convening of the General Meeting
ANDRITZ AG: Convening of the 116th Annual General Meeting
28.02.2023 / 07:30 CET/CEST

We hereby invite our shareholders to attend the 116th 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 29, 2023, at 10:30 a.m., time in Vienna**.

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 2022 business year.
2. Resolution on the use of the net earnings
3. Resolution on discharge of the Executive Board members for the 2022 business year
4. Resolution on discharge of the Supervisory Board members for the 2022 business year
5. Resolution on the remuneration for the Supervisory Board members for the 2022 business year
6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2023 business year
7. Resolution on the remuneration report
8. Resolution on authorizations for the Executive Board in connection with the purchase and sale of treasury shares

   Report by the Executive Board pursuant to § 65 (3) AktG in connection with treasury shares and resolutions to authorize the Executive Board to purchase treasury shares in accordance with the provisions of the Austrian Stock Corporation Act (AktG) and the Austrian Stock Exchange Act according to the provisions of § 65 (1) line 8 AktG for a period of 30 months as from October 1, 2023 and to cancel these shares if necessary, and to authorize the Executive Board to pass a resolution to also sell the treasury shares with the consent of the Supervisory Board in another way than through the stock exchange or a public offering, excluding the subscription right of the shareholders, for a period of five years after the resolution is passed
9. Resolution on amending Article 3 of the Articles of Association

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 as entered in the Companies Register not later than **March 8, 2023**:

- Resolution proposals
- DOCUMENTS FOR ITEM 1 ON THE AGENDA
  - Financial Report 2022
  - Financial Statements 2022 of ANDRITZ AG
  - Management Report incl. Consolidated Non-financial Statement
  - Consolidated Corporate Governance Report 2022
  - Proposal for use of the net earnings
  - Report of the Supervisory Board
- DOCUMENTS FOR ITEM 7 ON THE AGENDA
  - Remuneration report of ANDRITZ AG
- DOCUMENTS FOR ITEM 8 ON THE AGENDA
  - Executive Board report on justification of exclusion of subscription rights to agenda item 8 (Authorization of the Executive Board in connection with the purchase and sale of treasury shares)
- Form for granting a proxy
- Form for granting a proxy to a proxy holder
- Form for revoking a proxy
- Convening of the 116th 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 19, 2023 (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 24, 2023** (24:00 hrs, 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 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, Köppel 60

    - by SWIFT
      GIBAATWGGMS
      (message type MT589 or MT599, it is absolutely essential to state ISIN AT0000730007 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 (SWIFT code)
- Information on the shareholder: Name/company, address, date of birth of individuals, companies' register and register number of legal entities, as applicable
- Information on the shares: number of shares held by the shareholder, ISIN AT0000730007
- Safe custody 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 19, 2023** (24:00 hrs, 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 she/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 messenger service
  ANDRITZ AG
  c/o HV-Veranstaltungsservice GmbH
  8242 St. Lorenzen am Wechsel, Köppel 60

- by e-mail
  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 27, 2023**, 04:00 p.m., 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. 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 her/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.

Shareholders can also contact Dr. Michael Knap directly by phone +43 1 876 3343-30, or e-mail knap.andritz@hauptversammlung.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 in writing to the company by mail or messenger service not later than **March 8, 2023** (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.

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 individual or aggregate holdings reach **1% of the total shares**, provided that this request is delivered to the company in writing either 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 20, 2023** (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.

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 e-mail to 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.

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.

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 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 5,096,411 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.

Graz, February 2023
The Executive Board

28.02.2023 CET/CEST

Language:	English
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