

ANDRITZ AG
Graz, FN 50935 f

Resolution Proposals

for the 109th Annual General Meeting of Shareholders
on Wednesday, March 30, 2016 at 10:30 a.m.
Venue: Steiermarksaal at Grazer Congress,
Schmiedgasse 2, 8010 Graz, Austria.

- 1. Presentation of the audited Financial Statements including Management Report, the Corporate Governance Report, the Consolidated Financial Statements including Consolidated Management Report, and the Supervisory Board's Report, each for the 2015 business year**

This item of the agenda does not require a resolution.

- 2. Resolution on the use of the net earnings shown in the Financial Statements as of December 31, 2015**

At the time of publication of these resolution proposals (March 4, 2016), the company had issued 104,000,000 no-par value shares. Currently (as per March 4, 2016) the company holds 1,924,699 own shares. These shares are not entitled to a dividend in compliance with § 65 (5) AktG (Austrian Stock Corporation Act). Thus the amount of shares entitled to a dividend is currently 102,075,301. The amount of own shares held by the company may still change until the day of the General Meeting. If this should be the case, the following resolution proposal will be adapted according to the amount of shares entitled to a dividend on the day of the General Meeting.

“The Executive Board and the Supervisory Board propose to pay to the shareholders from the net earnings in the amount of EUR 452,662,567.14 shown in the Financial Statements as of December 31, 2015 a dividend of EUR 1.35 for each share entitled to a dividend, i.e. a total of EUR 137,801,656.35 on the basis of the shares in circulation, and to carry the remaining amount of EUR 314,860,910.79 forward to a new account.

Pursuant to Article 24 (4) of the Articles of Association, the dividend is to be paid 10 days after the resolution has been taken by the Annual General Meeting of Shareholders unless the Annual General Meeting of Shareholders decides otherwise. The Executive Board and the Supervisory Board propose to fix April 5, 2016 as the date of dividend payment.”

3. Resolution on discharge of the Executive Board members for the 2015 business year

“The Executive Board and the Supervisory Board propose to grant discharge for the 2015 business year to all members of the Executive Board.”

4. Resolution on discharge of the Supervisory Board members for the 2015 business year

“The Executive Board and the Supervisory Board propose to grant discharge for the 2015 business year to all members of the Supervisory Board.”

5. Resolution on the remuneration for the Supervisory Board members for the 2015 business year

“Pursuant to Article 15 of the Articles of Association and § 98 AktG, the Executive Board and the Supervisory Board propose to pay the following remunerations for the 2015 business year to the Supervisory Board members appointed by the Annual General Meeting of Shareholders:

1. *The annual remuneration is:
 - a) EUR 60,000.- for the Chairman
 - b) EUR 45,000.- for the Deputy Chairman
 - c) EUR 30,000.- for each other member of the Supervisory Board*

2. *The attendance fee for each member of the Supervisory Board is EUR 2,500.- for each meeting attended.”*

6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2016 business year

“The Supervisory Board proposes to appoint KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft Vienna, as auditor for the Financial Statements and the Consolidated Financial Statements for the 2016 business year.”

7. Appointment to the Supervisory Board

According to Article 10 (1) of the Articles of Association of ANDRITZ AG, the Supervisory Board shall be composed of at least three, up to a maximum of six members, appointed by the Annual General Meeting. At the moment the Supervisory Board is composed of six members appointed by the Annual General Meeting of Shareholders, plus the members of the Supervisory Board delegated in accordance with the Austrian Labour Relations Act.

Upon closure of the forthcoming 109th Annual General Meeting the mandate of DDipl. Ing. Klaus Ritter as member of the Supervisory Board will expire. Ralf Dieter is stepping down as member of the Supervisory Board, effective as of the end of the forthcoming 109th Annual General Meeting.

According to the resolution by the Annual General Meeting on March 26, 2015, the Supervisory Board has six appointed members elected by the Annual General Meeting. The Supervisory Board proposes filling the two upcoming vacancies so that the Supervisory Board again has six members elected by the Annual General Meeting after the election at the 109th Annual General meeting on March 30, 2016.

The following persons have been nominated by the Supervisory Board based on the requirements of § 87 (2a) AktG and of the Corporate Governance Code.

“The Supervisory Board proposes to appoint

- a) Mr. Jürgen Hermann Fechter, born on November 30, 1962, and*
- b) Dr. Alexander Isola, born on July 24, 1957*

as members of the Supervisory Board for the maximum period stipulated in the Articles of Association, i.e. until the end of the Annual General Meeting which decides on the discharge in respect of the 2020 business year.”

Each of the persons suggested for appointment has submitted a declaration in the meaning of § 87 (2) AktG, which together with the other documents in compliance with § 108 AktG is available on the company's web site at www.andritz.com. The documents will also be available to the shareholders at the Annual General Meeting.

8. Resolution on authorizations for the Executive Board in connection with the purchase and sale of treasury shares

“The Executive Board and the Supervisory Board propose to adopt the following resolution:

- 1. Pursuant to § 65 (1) line 8 AktG, the Executive Board is given authorization for a period of 30 months from April 1, 2016 to buy back treasury shares of the company to the maximum extent permitted by law and to possibly cancel these treasury shares with approval from the Supervisory Board without having to submit the matter to the Annual General Meeting of Shareholders again. Any trading in the company’s treasury shares for the purpose of profit-making is expressly excluded. The authorization can be exercised for the full or a partial amount, or also in several installments, and in pursuit of one or several goals by the company, its affiliated companies, or by third parties on their behalf.*
- 2. The lowest price per no-par value share must not be less than the respective amount represented by each share in the capital stock. The highest price paid per share upon buy-back must not exceed the average unweighted closing price over the 10 trading days on the Vienna Stock Exchange preceding exercise of this authorization by more than 10 percent.*
- 3. This resolution, as well the buy-back program based thereon and any resale program, are to be published, also stating their respective durations.*
- 4. The Executive Board is given authorization for a period of five years as from the date of adopting the resolution to decide, with approval from the Supervisory Board, on alienating treasury shares partially or entirely in a way other than by sale via the stock exchange or by public offer thereby also excluding public purchase (exclusion of subscription rights) if such alienation of treasury shares (i) serves to provide shares for a stock option program benefitting senior executives and Executive Board members or (ii) serves as a consideration in the acquisition of companies, businesses, business units, or shares in companies. The authorization can be exercised for the full or a partial amount, or also in several installments, and in pursuit of one or several goals.”*

Further justification and explanation of the motion concerning item 8 on the agenda can be found in the Executive Board report pursuant to § 65 (1b) in conjunction with § 153 (4) AktG, published on the company's web site (www.andritz.com). The present report will also be submitted to the Annual General Meeting.

9. Resolution on a stock option program

“The Executive Board and the Supervisory Board propose to approve the stock option program for 2016 submitted by the Executive Board and available for inspection at the Annual General Meeting of Shareholders.”

Graz, March 2016

The Executive Board

The Supervisory Board