

CORPORATE GOVERNANCE REPORT

ANDRITZ has adopted the rules of conduct laid down in the Austrian Code of Corporate Governance and regards the Code as an essential requirement for implementation of responsible company management and control, which is directed towards creating sustainable added value and transparency for shareholders and other stakeholders. The Executive Board and the Supervisory Board, as well as the entire staff of the ANDRITZ GROUP, are committed to complying with the Code.

Mandatory information according to Article 243b of the Austrian Commercial Code (Unternehmensgesetzbuch – UGB)

ANDRITZ has adopted the Austrian Code of Corporate Governance, which is publicly accessible and available on the ANDRITZ web site at www.andritz.com, and at www.corporate-governance.at, the website of the Austrian Working Group for Corporate Governance.

Composition of the Executive Board according to Article 243b, para. 2 UGB

The ANDRITZ AG Executive Board consists of five members:

Wolfgang Leitner, born on March 27, 1953

- President and CEO
- Responsibilities on the Board: central group functions such as Controlling, Corporate Communications, Human Resources Management, Information Technology, Internal Auditing, Investor Relations, Legal Affairs, and Treasury
- First appointed as President and CEO on June 29, 1994; as CFO on October 1, 1987
- Current mandate ends on June 28, 2018
- Supervisory Board mandates in other companies in Austria and abroad: Schuler AG

Karl Hornhofer, born on March 9, 1968

- Responsibilities on the Board: Capital Systems segment of the PULP & PAPER business area, Group-wide for Quality and Safety Management
- First appointed on January 1, 2007
- Current mandate ends on December 31, 2014
- Supervisory Board mandates in other companies in Austria and abroad: none

Humbert Köfler, born on January 11, 1961

- Responsibilities on the Board: Service & Units segment of the PULP & PAPER business area; SEPARATION business area
- First appointed on April 1, 2007
- Current mandate ends on March 31, 2015
- Supervisory Board mandates in other companies in Austria and abroad: none

Friedrich Papst, born on November 6, 1952

- Responsibilities on the Board: METALS business area; pumps in the HYDRO business area; animal feed technologies in the SEPARATION business areas; Group-wide for Manufacturing and Procurement
- First appointed on April 1, 1999
- Current mandate ends on December 31, 2015
- Supervisory Board mandates in other companies in Austria and abroad: Schuler AG

Wolfgang Semper, born on March 9, 1958

- Responsibilities on the Board: HYDRO business area, Group-wide for Automation
- First appointed: April 1, 2011
- Current mandate ends: March 31, 2014
- Supervisory Board mandates in other companies in Austria and abroad: none

Composition of the Supervisory Board according to Article 243b, para. 2 UGB

The ANDRITZ AG Supervisory Board consists of six appointed members and three delegated members.

Appointed members:

Hellwig Torggler, born on August 26, 1938

- Chairman of the Supervisory Board
- First delegated on September 6, 2000
- Current mandate ends on the date of the Annual General Meeting deciding on the discharge for the 2013 business year
- Supervisory Board mandates in other listed companies in Austria and abroad: none

Klaus Ritter, born on April 20, 1940

- Deputy Chairman of the Supervisory Board
- First appointed on March 30, 2004
- Current mandate ends on the date of the Annual General Meeting deciding on the discharge for the 2015 business year
- Supervisory Board mandates in other listed companies in Austria and abroad: none

Peter Mitterbauer, born on November 14, 1942

- First appointed on April 8, 2003
- Current mandate ends on the date of the Annual General Meeting deciding on the discharge for the 2013 business year
- Supervisory Board mandates in other listed companies in Austria and abroad: Oberbank AG, Rheinmetall AG

Christian Nowotny, born on July 23, 1950

- First appointed on December 29, 1999
- Current mandate ends on the date of the Annual General Meeting deciding on the discharge for the 2016 business year
- Supervisory Board mandates in other listed companies in Austria and abroad: Schuler AG

Fritz Oberlerchner, born on June 16, 1948

- First appointed on March 29, 2006
- Current mandate ends on the date of the Annual General Meeting deciding on the discharge for the 2014 business year
- Supervisory Board mandates in other listed companies in Austria and abroad: STRABAG AG, Cologne

Kurt Stiasny, born on October 6, 1950

- First appointed on December 29, 1999
- Current mandate ends on the date of the Annual General Meeting deciding on the discharge for the 2014 business year
- Supervisory Board mandates in other listed companies in Austria and abroad: none

Delegated members:

Georg Auer, born on October 12, 1974

- First delegated on July 1, 2011

Isolde Findenig, born on April 1, 1956

- First delegated on January 1, 2012

Andreas Martiner, born on November 11, 1964

- First delegated on February 14, 2001

Regarding the independence criteria, the Supervisory Board of ANDRITZ AG follows the guidelines laid down in the Corporate Governance Code, Annex 1. According to these guidelines, all members of the Supervisory Board of ANDRITZ AG, with the exception of Hellwig Torggler, can be seen as independent. No member of the Supervisory Board of ANDRITZ AG holds more than 10% of the total of shares.

Description of the working procedures of the Executive Board and the Supervisory Board in accordance with Article 243b, para. 2 UGB

Allocation of competencies in the Executive Board

The Executive Board of ANDRITZ AG holds board meetings at regular intervals on essential, Group-relevant topics and single business areas. The competencies and responsibilities of the individual Executive Board members are listed in the notes on the Executive Board members in this Corporate Governance report. The rules of procedure for the Executive Board contain a comprehensive catalog of those business transactions requiring the prior approval of the Supervisory Board in addition to those stated in the mandatory regulations in the Corporation Act.

Supervisory Board committees

The Supervisory Board of ANDRITZ AG established an audit committee that held two meetings to deal with the annual and consolidated financial statements for 2012, prepare the review of the annual and consolidated financial statements for 2013 and of the proposal for appropriation of profits, additionally to deal with issues concerning the auditor, and implementation of the internal control and risk management systems in the ANDRITZ

GROUP. The members of the audit committee were Hellwig Torggler (Chairman), Klaus Ritter (Deputy Chairman), Christian Nowotny, and Andreas Martiner.

The Supervisory Board has also established a nomination and remuneration committee whose scope of activities includes the remuneration paid to the Executive Board members and the content of their employment contracts, as well as appointments to Executive and Supervisory Board positions that become vacant, and succession planning matters. The members of the nomination and remuneration committee were Hellwig Torggler (Chairman), Peter Mitterbauer (Deputy Chairman), and Klaus Ritter.

The ANDRITZ AG Supervisory Board held five regular meetings in 2013. The focal points of these meetings were monitoring of the current business development of the ANDRITZ GROUP, including possible deviations from the budget, the strategic goals, medium-term planning for the individual business areas, as well as specific topics, such as acquisitions of companies, granting of joint procurations, and other business subject to approval.

Measures to promote the appointment of women to the Executive Board, the Supervisory Board, and to management posts (Article 80, Corporation Act)

For many years now, the ANDRITZ GROUP has pursued a strategy of promoting diversity of its employees in terms of their qualifications, experience and age, cultural background, gender, and similar factors. During the reporting period, supra-regional activities began in order to approach graduates of different universities on behalf of the ANDRITZ GROUP.

Considerable attention is paid to maintaining a strict equal opportunities policy in the recruitment process. In many countries, there are still far fewer women than men opting for technical professions or graduating in engineering subjects. ANDRITZ increasingly tries to motivate female high-school graduates to take an engineering degree. The ANDRITZ GROUP can only achieve a substantial increase in its proportion of female employees if there are more female engineering graduates.

Various measures have been implemented and investments made to improve the work-life balance for employees to the extent required by the social structures in the various countries. The company-run nursery school set up beside the headquarters of the ANDRITZ GROUP in Graz and the flexible working hours available to employees with young children are two examples of these measures. When creating office space as part of new building projects, consideration is always given to the establishment of child care facilities for the children of employees.

In many areas, women were successful in being appointed to management posts. Also recently, Group-wide managerial posts at first and second reporting level were filled by women. ANDRITZ supports various initiatives to encourage women to take a degree in a technical subject. During the reporting period, ANDRITZ again took part regularly in various events and recruiting days specifically for women, and attended vocational orientation days for girls and young women. In addition, an internal workshop was organized for women to assess how effective the development measures implemented have been so far and to plan improvements for the future. Furthermore, special training modules are currently in preparation to enhance women's careers. In its efforts to promote female employees, ANDRITZ will refrain from any measures that would discriminate against male employees.

Disclosure of information on the remunerations of the Executive Board and Supervisory Board (Article 243b, para. 2 UGB, N3)

Executive Board remunerations

- The Executive Board remunerations in the 2013 business year amounted to:

<i>(in EUR)</i>	Fixed	Variable	Other remunerations
Wolfgang Leitner (President and CEO)	612,923	672,300	9,063
Karl Hornhofer	235,000	341,600	6,725
Humbert Köfler	235,000	341,600	8,227
Friedrich Papst	302,236	551,589	8,493
Wolfgang Semper	235,000	340,938	9,544

- The remuneration of the Executive Board is composed of a fixed and a variable/success-based portion. The amount of the variable portion depends on the net income. The maximum value for the variable annual remuneration was fixed at three times the fixed annual remuneration. Any amounts in excess of this sum will be credited as a variable remuneration for the following years. If the net income of the Group falls short of a defined minimum amount, this results in a 'malus' that is also carried forward to the following years and to a re-

duction in future variable salary components. The other remunerations relate primarily to taxable benefits in kind for company cars.

- In all share option programs for managerial staff and the Executive Board since the IPO, participation was contingent on investing at least 20,000 EUR in ANDRITZ shares for managerial staff and 40,000 EUR for members of the Executive Board no later than the allocation date of the options. This investment must be maintained continuously until exercise of the options by those persons subscribing to the option program and evidence thereof must be brought when the options are exercised. There is a waiting period of three years before options can be exercised if the contract of employment is still in force (exception: end of employment contract as scheduled according to contract provisions). The following options were exercised in the 2013 business year: Wolfgang Leitner 100,000, Karl Hornhofer 60,000, Humbert Köfler and Friedrich Papst 80,000 each, and Wolfgang Semper 35,000 options; the exercise price was 23.18 EUR per share.
- The members of the Executive Board are entitled to receive pension scheme benefits. In addition to a retirement pension, these include benefits in the event of occupational disability, as well as pension payments for dependents following the death of the beneficiary. The retirement pension is normally paid as from a certain age provided that the employment contract has already been terminated by this date. The administration work has been outsourced to a pension fund. In the event that the employment contract is terminated prematurely, contributions made up to this point shall still be vested. The pension amount to which the beneficiary is entitled is not subject to an escalation clause before any benefits become payable; after this, annual adjustments can be made to take account of the development in wages and salaries and of ANDRITZ's economic status.
- Each member of the Executive Board shall, upon termination of his/her function and concurrent termination of employment, be entitled to severance payments in the meaning of Article 23 of the Austrian Employees Act unless such termination is the result of justified dismissal.
- The principles applied in establishing the remuneration of the Executive Board and of senior managers comply with the Austrian Code of Corporate Governance.
- ANDRITZ AG took out Directors' and Officers' liability insurance (D&O insurance) for 2013. The expenses are borne by the company. The D&O insurance covers certain personal liability risks of persons in the ANDRITZ GROUP acting under responsibility. The annual cost is approximately 360,000 EUR (including Schuler).

Supervisory Board remunerations

- The Supervisory Board remunerations (including attendance fees) in 2013 amounted to 292,500 EUR (2012: 187,500 EUR) and were divided between the individual Supervisory Board members as follows:

<i>(in EUR)</i>	Remuneration (including attendance fees)
Hellwig Torggler (Chairman of the Supervisory Board)	72,500
Klaus Ritter (Deputy Chairman of the Supervisory Board)	57,500
Peter Mitterbauer	40,000
Christian Nowotny	42,500
Fritz Oberlerchner	40,000
Kurt Stiassny	40,000

No Supervisory Board remuneration was paid to the Supervisory Board members delegated by the employee representative organizations.

- The remuneration scheme of the Supervisory Board is composed of a fixed and an attendance-related portion. The fixed portion is a global sum, which is to be distributed such that the chairman of the Supervisory Board receives double the amount and his deputy one-and-a-half-times the amount paid to the other members. The second portion consists of a lump sum fee paid in respect of each meeting that the member attends.

The remuneration report for the Executive Board and the Supervisory Board of ANDRITZ AG is available in the Notes to the annual financial report 2013.

Graz, February 2014

The Executive Board of ANDRITZ AG

Wolfgang Leitner m.p.
(President and CEO)

Karl Hornhofer m.p.

Humbert Köfler m.p.

Friedrich Papst m.p.

Wolfgang Semper m.p.