

Certified German-English Translation

Emblem of the Republic of Austria

Dr. Bernhard Frizberg, Notary Public

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-----**CERTIFICATION**-----

I, **Doctor Bernhard FRIZBERG**, Notary Public, Graz, Styria, with offices at Hans-Sachs-Gasse 3, 8010 Graz, hereby certify in line with Article 89 a (Article eighty-nine a) of the Code of Notaries Public, upon today's electronic consultation of the Companies Register records kept at the Provincial Civil Court in Graz, in respect of **Andritz AG**, headquartered in Graz, registered in the Companies Register under **FN 50935 f**, that this wording of the Articles of Association of **Andritz AG**, headquartered in Graz, is valid as of today. -----

In witness whereof I have hereunto set my hand and official seal. -----

Done in Graz on February 11, 2013 (this eleventh day of February two thousand and thirteen). -----

LS of
Dr. Bernhard Frizberg
Notary Public, Graz (Styria)
Austria

(Signature)
Notary Public



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Articles of Association

Andritz AG

I. GENERAL PROVISIONS

Article 1

- (1) The Company limited by shares bears the name "Andritz AG".
- (2) The residence of the Company is in Graz-Andritz.
- (3) Its duration is not limited in time.

Article 2

- (1) The object of the Company shall be the planning, design, industrial production and sale of machines and complete plants of every description and of services associated therewith, especially for the pulp and paper, steel, and animal feed industries, and for the areas of power generating and environmental protection, as well as trade with goods of every description.
- (2) The Company shall be entitled to conduct all businesses and take all measures that appear necessary or useful to achieve the corporate purpose, in particular, to acquire real estate, to establish branch offices and affiliated companies in Austria and other countries, to participate in other companies and manage them uniformly, also affiliated and associated companies, especially on the basis of management contracts and agreements on the transfer of profit and loss, and to conclude joint venture contracts.

Article 3

Announcements regarding the Company shall be published in the "Gazette of Wiener Zeitung", as far as and as long as the Corporation Act requires this to be done. As for the rest, announcements of the Company shall be published in accordance with applicable legal regulations. All announcements shall also be made available via the internet on the Company's web site.

II. CAPITAL STOCK AND SHARES

Article 4

- (1) The capital stock of the Company amounts to EUR 104,000,000.-
- (2) It is split into 104,000,000 shares with no par value (no-par value shares).

Article 5

- (1) The shares are issued to bearer.
- (2) If the capital stock is increased and the decision to increase it does not contain any provisions on whether the shares are issued to bearer or are registered shares, they shall be issued to bearer.

Article 6

- (1) The Company shall be entitled to combine several shares to form a certificate (global share). The shareholders shall have no right to claim securitization of their shares, except if securitization is required according to the regulations applicable to the stock exchange on which the shares are listed.
- (2) If, however, share certificates are issued, the Executive Board shall determine their form and content. The same shall also apply to dividend coupons, renewal coupons, interim certificates, bonds (forming part of a loan issue), interest coupons and warrants.

III. EXECUTIVE BOARD

Article 7

- (1) The Executive Board shall be composed of one, two, three, four or five members.
- (2) The Supervisory Board shall determine the assignment of tasks to individual members of the Executive Board and the business that is subject to approval by the Supervisory Board. The Supervisory Board may issue rules of procedure for the Executive Board.

Article 8

- (1) If the Executive Board is composed of one person, the Company shall be represented by this one person; if it is composed of several persons, the Company shall be represented jointly by two members of the Executive Board or by one member of the Executive Board together with a confidential clerk with joint procuration.

- (2) The Executive Board shall reach its decisions by simple majority.
- (3) If the Supervisory Board has appointed a member of the Executive Board as president of the Executive Board, the president shall, in the event of an equality of votes, have the casting vote.

Article 9

- (1) The Executive Board shall, in pursuance of the legal stipulations submit annual reports, quarterly reports and special reports to the Supervisory Board.
- (2) The annual report and the quarterly reports shall be submitted in writing and shall be explained verbally if the Supervisory Board so requests; they shall be handed over to each Supervisory Board member. The special reports shall be rendered in writing or verbally.
- (3) The Executive Board shall submit to the Supervisory Board for cognizance a Consolidated Financial Statement and Consolidated Status Report at the same time as the Company's Financial Statement.
- (4) Before the beginning of a business year the Executive Board shall be obliged to obtain the approval of the Supervisory Board for the planning of the business year in question.
- (5) The Supervisory Board shall be entitled at all times to request the Executive Board to submit further reports on any matter concerning the company.
- (6) The Executive Board shall ensure that an accounting and an internal controlling system are maintained that meet the company's requirements.

IV. SUPERVISORY BOARD

Article 10

- (1) The Supervisory Board shall be composed of at least three, up to a maximum of six members, appointed by the General Meeting.
- (2) Unless appointed for a shorter term, the members of the Supervisory Board shall be appointed for a period up to the closing of the General Meeting which resolves on the discharge regarding the fourth business year after appointment, not counting the business year in which the member of the Supervisory Board was elected.
- (3) If members withdraw before their term expires, no substitute needs to be appointed until the next Annual General Meeting. A substitute shall, however, be appointed without delay by an extraordinary General Meeting if the number of Supervisory Board members drops below three.
- (4) Each member of the Supervisory Board may also retire from office by giving written notice without having to state an important reason. If the number of Supervisory Board members thus drops below the minimum figure required by law, the withdrawing member shall give 4 weeks' notice of his withdrawal.
- (5) Unless the General Meeting resolves otherwise, substitutes shall be appointed for the remaining term of office of the member who has retired prematurely.

- (6) Supervisory Board members (also retiring members) may be re-elected.

Article 11

- (1) Each year, the Supervisory Board shall elect a chairman and one or several deputies from among its members in a meeting for which no special invitation is required and which is to be held after the ordinary General Meeting. A substitute shall be appointed without delay if the chairman or all of his deputies retire from office.
- (2) If no member obtains the absolute majority of votes, a second ballot will be held between the members with the largest number of votes.
- (3) If several deputy chairmen have been elected, they shall represent the chairman in the order of their function in the event of the chairman being prevented from exercising his functions (1st deputy in the case of the chairman being prevented, 2nd deputy in the case of the chairman and 1st deputy being prevented, and so on).

Article 12

- (1) The Supervisory Board shall establish its own rules of procedure.
- (2) The meetings of the Supervisory Board shall be called by the chairman or, in the event of his being unable to do so, by a deputy. Members shall be contacted by letter, telefax, e-mail or telephone at the address last advised, indicating the time, place and agenda of the meeting and transmitting, if possible, written documentation on the individual items on the agenda, at ten days' notice, or if there are urgent, exceptional cases, five days' notice, by giving grounds for the urgent calling.

- (3) The Supervisory Board shall constitute a quorum if at least three members, including the chairman or a deputy, are present.

The meeting shall be presided over by the chairman or, if the chairman is unable to do so, by a deputy. The voting form shall be determined by the member chairing the meeting.

- (4) Decisions – including those called by circular – shall be made by simple majority of the votes cast. If there is a parity of votes, also with regard to elections, the chairman of the meeting shall have the casting vote.

- (5) Any matters that are not on the agenda shall not be decided upon by the Supervisory Board unless all Supervisory Board members are present or represented and no member opposes the decision.

- (6) Any member of the Supervisory Board may nominate in writing another member of the Supervisory Board to submit his written vote in his place.

- (7) Any member of the Supervisory Board may nominate in writing another member of the Supervisory Board to represent him/her at one particular meeting; the member of the Supervisory Board being represented shall not be counted when ascertaining a quorum (para. 3). The right to chair a meeting may not be transferred.

- (8) The discussions and decisions of the Supervisory Board shall be recorded in minutes, to be signed by the chairman of the meeting.

- (9) Decisions may also be taken by letter, telefax or e-mail (i.e. by circular), without a meeting of the Supervisory Board, if the chairman or, if he is unable to do so, a deputy orders decision-making in this way and no member of the Supervisory Board objects in writing to this procedure within one week after dispatch of the relevant documents. A decision is reached if all members of the Supervisory Board have been invited to vote and at least half of the members (however, no fewer than three, including the chairman or a deputy chairman) have cast their votes. Representation by other members shall not be permissible for taking a decision by written vote.

Article 13

- (1) The Supervisory Board shall set up committees as far as this is stipulated by law, and be entitled to set up committees additionally. Their tasks and powers as well as rules of procedure, if any, shall be determined by the Supervisory Board. The committees may also be authorized to take decisions unless the law or the articles of association dictate that such decisions be taken by the Supervisory Board as a whole.
- (2) The provisions of Article 12, para. 2 to 9, shall also apply mutatis mutandis for the committees of the Supervisory Board. If a committee is composed of only two members, the committee shall be enabled to take decisions only if both members are present.

Article 14

Memoranda of understanding by the Supervisory Board and its committees are to be made out by the chairman of the Supervisory Board or by one of his deputies, should the chairman be unable to do so.

Article 15

- (1) The members of the Supervisory Board may be granted an annual allowance, the amount of which is to be determined by the General Meeting. The General Meeting shall be free to grant different amounts to different members. The General Meeting may also fix a global allowance for the Supervisory Board and shall leave it to the Supervisory Board to decide on its distribution.
- (2) The General Meeting may grant attendance fees to the Members of the Supervisory Board.
- (3) The Supervisory Board members shall be reimbursed at any rate for their cash expenses incurred in connection with performing their functions, for which proof shall be submitted.
- (4) Any special dues for the Supervisory Board members' allowances shall be borne by the company.

Article 16

The Supervisory Board may decide upon modifications to the mere wording of the Articles of Association.

V. GENERAL MEETING

Article 17

- (1) The General Meeting shall be called by the Executive Board or by the Supervisory Board.

- (2) Shareholders whose aggregate shareholding equals 5% or more of the Company's capital stock may request in writing that a general meeting be called, submitting an agenda and a motion for each item on the agenda; the request must state the grounds. The shareholders must have held the shares for at least three months preceding the request and retain the shares until the decision on the request is taken.
- (3) General Meetings shall be held either at the residence of the Company or in Vienna.
- (4) The calling of Annual General Meetings shall be announced latest on the 28th day preceding the General Meeting.
- (5) The calling of any other General Meeting shall be announced latest on the 21st day preceding the General Meeting (extraordinary General Meeting).
- (6) The announcement of the calling of a General Meeting shall take place by publication in accordance with Articles 3 and 18 of the Articles of Association. In addition, the announcement of the calling of a General Meeting shall be in accordance with the legal regulations on the calling of General Meetings.

Article 18

- (1) Only shareholders who provide proof of their shareholding by the end of the 10th day before the General Meeting (key date for proof) shall be eligible for participation in the General Meeting and exercise of the voting and other shareholders' rights that can be claimed in connection with the General Meeting.

- (2) For bearer shares that are kept in custody, a deposit certificate shall be sufficient proof of the shareholding on the key date for proof in accordance with Article 10a of the Austrian Corporation Act, on condition that the deposit certificate is delivered to the Company latest on the third work day preceding the General Meeting.
- (3) Bearer shares not kept in custody may be submitted to the Company at its residence in due time to permit the Company to check that the shares are actually held at the key date for proof. In the same manner, it is sufficient to present a written deed issued by an Austrian notary public confirming the shareholding at the key date for proof. The notarial deed must be delivered to the Company latest on the third work day before the General Meeting at the address mentioned for this purpose in the convocation.

Article 19

- (1) Each no-par value share shall represent one vote.
- (2) The right to vote may be exercised by proxy. The relevant power of attorney must be issued to a specific person in text form; it shall be submitted to and retained by the Company or recorded by it in a manner permitting verification of the power of attorney.
- (3) If the shareholder has granted a power of attorney to his or her credit institute which acts as custodian (Austrian Corporation Act, Article 10a), it will be sufficient for the custodian to submit the deposit certificate plus a declaration that the power of attorney has been granted to it. Article 10a, para 3 of the Austrian Corporation Act shall apply analogously.

- (4) If the power of attorney is not granted to the credit institute acting as custodian, (Austrian Corporation Act, Article 10a), the power of attorney is to be submitted to the Company in text form either by mail ahead of the General Meeting or personally at the General Meeting or by an electronic means of communication to be specified by the Company. The details for the granting of these powers of attorney are announced together with the calling of the General Meeting.

Article 20

- (1) The chairman of the Supervisory Board or one of his deputies shall preside over the General Meeting. If none of the aforementioned has appeared or none of them is willing to preside over the Meeting, the notary public called in for authentication shall preside over the Meeting for the purpose of electing a chairman.
- (2) The chairman of the General Meeting shall preside over the negotiations and determine the order of the items on the agenda, as well as the method of exercise of the voting rights and the procedure for counting the votes cast.
- (3) The Members of the Executive Board and the Supervisory Board are to be present at the General Meeting, if at all possible. The Auditor shall be present at the Annual General Meeting. It is permitted that the Members of the Executive Board or of the Supervisory Board take part in the meeting via visual and acoustic double-way means of communication.

Article 21

- 1) The General Meeting shall pass its resolutions by the majorities foreseen by law.

- (2) If no simple majority is obtained at the first ballot in the elections, the candidates with the largest number of votes shall be shortlisted. In the event of a tie, the chairman of the Meeting shall have the casting vote.

VI. FINANCIAL STATEMENTS AND DISTRIBUTION OF PROFITS

Article 22

The business year is the calendar year.

Article 23

- (1) Within the first three months of each business year, the Executive Board shall submit the Financial Statements and the Status Report, the Corporate Governance Report, the Consolidated Financial Statements and the Consolidated Status Report for the business year elapsed, after these have been audited by the auditor, to the Supervisory Board, and shall also submit a proposal for the distribution of profits.
- (2) The Supervisory Board shall, within one month from submittal, declare itself to the Executive Board on the Financial Statements and Consolidated Financial Statements.
- (3) If the Supervisory Board approves the Financial Statements, they shall be adopted, unless the Executive Board and the Supervisory Board decide that the General Meeting is to adopt them. The Financial Statements adopted by the Executive Board with the approval of the Supervisory Board shall be binding on the General Meeting.

- (4) The Executive Board shall call a General Meeting once per year, which is to be held during the first eight months of the business year (Annual General Meeting) and shall submit to it the Financial Statements and the Status Report, the Corporate Governance Report, the Consolidated Financial Statements and the Consolidated Status Report, if appropriate, and shall also submit a proposal for the distribution of profits and the report of the Supervisory Board.
- (5) The agenda for the Annual General Meeting must contain at the least:
 - (1) Submittal of the documents outlined in the foregoing and, if applicable, adoption of the Financial Statements in the cases provided for by the law.
 - (2) Resolution on the use of the net earnings, if the Financial Statements show such net earnings
 - (3) Resolution on the discharge of the Members of the Executive Board and the Members of the Supervisory Board,
 - (4) Appointment of the auditor.
- (6) The General Meeting decides by resolution on the distribution of the net earnings of each business year. Contrary to the proposal on the distribution of the profits, the General Meeting is free to bar all or part of the net earnings from distribution. The Executive Board shall be in charge of the changes to the Financial Statements that are required as a consequence thereof.

Article 24

- (1) The shareholders' shares in the profit are determined in proportion to the contribution per share to the capital stock.
- (2) Contributions made in the course of the business year are to be taken into account in relation to the time (full months) that has elapsed since the respective contribution was made.

- (3) If new shares are issued, a different title to participate in profits may be stipulated.
- (4) Unless the General Meeting decides otherwise, the shares in the profits will be due for payment ten days after the General Meeting.
- (5) Shareholders' shares in the profits that are not withdrawn within three years after due date shall be forfeited in favour of Company's free reserves.

Article 25

- (1) Deposit certificates shall be issued either in German or in English.
- (2) Legally effective notifications of shareholders or credit institutes are likewise to be sent to the Company either in German or in English.
- (3) The negotiations during the General Meeting of Shareholders shall be conducted in German.

LS of Dr. Bernhard Frizberg
Notary Public
Graz, Styria

Formal affidavit:
This is to certify that subject translation
is in full conformity with the German original.

Mag. Helga Mayer
Interpreter at Court
Graz, February 12, 2013

Mag Helga Mayer

