

**ANDRITZ AG**  
**Graz, FN 50935 f**

**107<sup>th</sup> Annual General Meeting of Shareholders**  
**Friday, March 21, 2014**

Item 2 on the Agenda

**“Resolution on the use of the Net Earnings shown in the Financial Statements  
as of December 31, 2013”**

“The Financial Statements as of December 31, 2013 show Net Earnings in the amount of EUR 253,084,633.07. The Executive Board proposes to pay to the shareholders from this amount a dividend of EUR 0.50 for each share entitled to a dividend, i.e. a total of EUR 51,891,503.50 on the basis of the shares in circulation, and to carry the remaining amount of EUR 201,193,129.57 forward to a new account.

Pursuant to Article 24, para. (4) of the Articles of Association, the dividend is to be paid ten 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 proposes to fix March 27, 2014 as the date of dividend payment.”