

**For presentation**  
**to the 108<sup>th</sup> Annual General Meeting of**  
**ANDRITZ AG**  
**on March 26, 2015**

**Declaration pursuant to sec. 87 para 2 AktG**

Pursuant to sec. 87 para 2 AktG, all candidates for election to the Supervisory Board must disclose their professional qualifications, their professional or comparable functions, and all circumstances that could give cause for concern with regard to the candidate's impartiality.

I hereby declare that

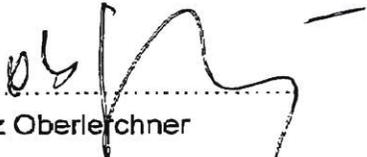
1. I am not aware of any circumstances that could give cause for concern regarding my impartiality in connection with my activities in the Supervisory Board of ANDRITZ AG,
2. I have not been convicted in a final court judgment for a criminal act that would compromise my professional reliability,
3. there are no obstacles as listed in sec. 86 para 2 and 4 AktG that would prevent my appointment,
4. I have no business or personal relations with ANDRITZ AG or its Executive Board that constitute a material conflict of interests and are, therefore, suited to influence my conduct as member of the Supervisory Board.

On the subject of independence pursuant to the guidelines in the Austrian Corporate Governance Code, I hereby declare that:

- I have never been a member of the Executive Board, nor an employee of ANDRITZ AG or one of its subsidiaries,
- neither I, nor a company in which I have a substantial business interest maintains business relations with ANDRITZ AG to an extent that appears to me to be significant or has maintained business relations of this kind in the past year,
- I was neither auditor of the annual accounts of ANDRITZ AG, nor was I a shareholder in or employee of the auditing company auditing ANDRITZ AG,
- no member of the Executive Board of ANDRITZ AG is a member of the Supervisory Board of a company in which I am a member of the Executive Board or the CEO,
- I am not a close relative of (i) a member of the Executive Board or of the management of ANDRITZ AG or of a subsidiary, or of (ii) the auditor of the annual accounts of ANDRITZ AG or of a shareholder in or employee of the auditing company.

For the purposes of disclosing my professional qualifications as well as my professional and comparable functions, I kindly ask you to refer to my enclosed curriculum vitae.

Wien, 1.3.15  
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place, date

  
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Fritz Oberlechner