

# Information on shareholder rights pursuant to sections 109, 110, and 118 AktG (Austrian Stock Corporation Act)

## **Additions to the agenda pursuant to sec. 109 AktG**

Shareholders whose aggregate shareholding equals 5% or more of the Company's share capital may request in writing that additional items be put on the agenda for the next Annual General Meeting and that these be made public. Each item to be added to the agenda shall be accompanied by a draft resolution and a statement of reasons. Shareholders making such request must have held the shares for at least three months prior to making the request. Such request shall only be considered if it is received by the Company in written form not later than March 1, 2012.

Shareholder requests of this kind must be sent to one of the following addresses only:

ANDRITZ AG  
Investor Relations  
Att. Dr. Michael Buchbauer  
Stattegger Strasse 18  
8045 Graz, Austria  
or  
by fax to +43 (316) 6902 425

For shares held in a securities deposit account, confirmation of holdings in accordance with sec. 10a AktG shall suffice as proof of shareholder status for exercise of this shareholder right. If the required shareholding of 5% or more of the Company's share capital is only reached jointly by several shareholders, confirmations of holdings for all shareholders must refer to the same date.

## **Draft resolutions by shareholders pursuant to sec. 110 AktG**

Shareholders whose aggregate shareholding equals 1% or more of the Company's share capital may propose draft resolutions in text form in regard of each item of the agenda for this Annual General Meeting and request that these be made available on the Company's Internet site along with the names of the respective shareholders, accompanying statements of reasons, and statements by the Executive Board or Supervisory Board if such statements exist. Each draft resolution must be accompanied by a statement of reasons. Shareholder requests of this kind will only be considered if they are received by the Company in text form not later than March 13, 2012. If a draft resolution is submitted in regard of the appointment of a Supervisory Board Member, a statement by the candidate pursuant to sec. 87 para. 2 AktG is required in place of a statement of reasons. In this statement, the candidate shall describe his/her professional qualifications, professional or comparable functions held, as well as any circumstances that could cause concern in respect of any bias.

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ANDRITZ AG

Investor Relations

Att. Dr. Michael Buchbauer

Stattegger Strasse 18

8045 Graz, Austria

or

by telefax to +43 (316) 6902 425

or

by e-mail to michael.buchbauer@andritz.com, with the confirmation of holding attached, e.g. as PDF.

Each draft resolution must also be submitted in a German version.

For shares held in a securities deposit account, confirmation of holdings in accordance with sec. 10a AktG shall suffice as proof of shareholder status for exercise of this shareholder right. If the required shareholding of 1% or more of the Company's share capital is only reached jointly by several shareholders, confirmations of holdings for all shareholders must refer to the same date.

#### **Confirmation of holdings pursuant to Section 10a AktG**

Confirmation of holdings shall be issued by the depositary bank based in a member state of the European Economic Area or in a full member state of the OECD.

Confirmation of holdings pursuant to sec. 10a AktG shall contain the following information:

- Information on the issuer: name/company and address or code commonly used in business between banks (SWIFT Code),
- Information on the shareholder: name/company, address, date of birth for natural persons, register and register number for legal persons,
- Information on the shares: number of shares held by the shareholder, ISIN AT0000730007,
- Number or other identification of the securities deposit account,
- Date or period of time to which the confirmation of holdings refers.

Confirmation of holdings must be issued in German or English and is required in written form.

Confirmation of holdings must be sent to one of the following addresses only:

ANDRITZ AG

Investor Relations

Att. Dr. Michael Buchbauer

Stattegger Strasse 18

8045 Graz, Austria

or

by fax to +43 (316) 6902 425

or

by e-mail to michael.buchbauer@andritz.com.

Transmission by SWIFT is not possible (sec. 262 para. 20 AktG).

Confirmation of holdings submitted as a required proof of shareholder status for exercise of shareholder rights under sec. 109 AktG (Additions to the agenda) and sec. 110 AktG (Draft resolutions by shareholders) must not be more than seven days old on the date of submission to the Company.

Confirmation of holdings submitted as a required proof of shareholder status for exercise of shareholder rights under sec. 109 AktG (Additions to the agenda) shall confirm that the shareholder making a request has held the shares for an uninterrupted period of at least three months on the date of request.

#### **Other proofs of shareholder status**

For bearer shares not held in a securities deposit account, written confirmation by a notary public shall suffice. The requirements stated above for confirmation of holdings shall apply mutatis mutandis.

#### **Information on the right to obtain information pursuant to sec. 118 AktG**

Each shareholder present at the General Meeting shall, upon his/her request, be given information on matters concerning the Company to the extent that such information is required to permit proper evaluation of an item of the agenda. This obligation to provide information also covers the Company's legal and business relations with its affiliated enterprises. If the Consolidated Financial Statements and Consolidated Status Report are presented in a General Meeting of a parent company (sec. 244 UGB – Austrian Commercial Code), the obligation to provide information also applies to the Group's status, as well as to the status of the companies included in the Consolidated Financial Statements.

The information provided shall comply with the principles of conscientious and accurate accounting.

Information may be refused if

1. according to sound entrepreneurial judgement, such information could cause material damage to the Company or one of its affiliated enterprises, or
2. provision of such information would be a criminal offence.

In principle, information may also be refused if such information has been available on the Company's Internet site in the form of question and answer for a continuous period of at least seven days before the start of the Annual General Meeting. The Company will not publish questions or answers on its Internet site before the Annual General Meeting.

#### **Information on the right of shareholders to bring forward motions in the Annual General Meeting pursuant to sec. 119 AktG**

Each shareholder has the right to bring forward motions in respect of each item of the agenda in the Annual General Meeting. This right is contingent on proof of the right to participate in terms of the convocation.