

Information on shareholder rights pursuant to sections 109, 110, 118, and 119 AktG (Austrian Stock Corporation Act)

Additions to the agenda pursuant to sec. 109 AktG

Shareholders whose individual or 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 5, 2015.

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 telefax to +43 (316) 6902 425

For deposited bearer shares, 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 individual or 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. Shareholder requests of this kind will only be considered if they are received by the Company in text form not later than March 17, 2015. 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.

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 sec. 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:

By mail: ANDRITZ AG
 c/o HV-Veranstaltungsservice GmbH
 Köppel 60
 8242 St. Lorenzen am Wechsel
 Austria

By fax: +43 (1) 8900 500 ext. 94

By e-mail: anmeldung.andritz@hauptversammlung.at
(confirmation of holdings, e.g. in PDF format, attached to e-mail)

or

by SWIFT: GIBAATWGGMS (message type MT598, please be sure to quote ISIN AT0000730007)

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.

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 Management 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.

In the interests of efficiency, questions to which the answers require some time to prepare should be submitted to the Company in writing and in good time before the Annual General Meeting at the Company's address, ANDRITZ AG, Investor Relations, att. Dr. Michael Buchbauer, Stattegger Strasse 18, 8045 Graz, Austria, by facsimile to +43 (316) 6902 425 or by e-mail to michael.buchbauer@andritz.com.

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.

A vote will only be taken on a proposed resolution announced according to sec. 110 para 1 AktG if this resolution is tabled as a motion during the meeting.

The following procedure must be observed for elections to the Supervisory Board:

Motions by shareholders for election of a Supervisory Board member require timely submission of a draft resolution pursuant to sec. 110 AktG. Draft resolutions by shareholders for election of Supervisory Board members pursuant to sec. 110 AktG, including the declarations pursuant to sec. 87 para 2 AktG for each person nominated, must reach the Company in writing not later than March 17, 2015 and must be made accessible by the Company on its Internet site as entered in the Companies' Register not later than March 19, 2015, otherwise the person concerned cannot be included in the vote.