

ANDRITZ AG  
Graz, FN 50935 f

## Invitation

We herewith invite our shareholders to the

103<sup>rd</sup> Annual General Meeting of Shareholders  
on Friday, March 26, 2010 at 10.30 a.m.  
Venue: Steiermarksaal at Grazer Congress,  
Schmiedgasse 2, 8010 Graz, Austria.

### Agenda

1. Presentation of the audited Financial Statements including Status Report and Corporate Governance Report as of December 31, 2009, as well as the Consolidated Financial Statements including Consolidated Status Report as of December 31, 2009, and the Supervisory Board's Report for the 2009 business year.
2. Resolution on distribution of the Net Earnings shown in the Financial Statements as of December 31, 2009.
3. Resolution on discharge of the Executive Board Members for the 2009 business year.
4. Resolution on discharge of the Supervisory Board Members for the 2009 business year.
5. Resolution on the remuneration for the Supervisory Board Members for the 2009 business year.
6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2010 business year.
7. Appointment of up to two persons to the Supervisory Board.
8. Resolution on amendment of the Articles of Association to comply with changes in legal requirements, especially as a result of the Austrian Stock Corporation Amendment Act 2009 (Aktienrechts-Änderungsgesetz 2009) with regard to Articles 6 (Issue of share certificates), 17 (Convocation of the General Meeting), 18 (Participation in the General Meeting), 19 (Voting by proxy), 20 (Chairing of General Meeting and obligation to attend) and 23 (Financial Statements – Annual General Meeting).
9. Resolution on a share option program.

**Documents for the Annual General Meeting**

As of March 5, 2010, the following documents will be available for inspection by the shareholders at the Company's headquarters at 8010 Graz, Stattegger Strasse 18, Investor Relations Department, Dr. Michael Buchbauer:

- Financial Statements including Status Report,
- Corporate Governance Report,
- Consolidated Financial Statements including Consolidated Status Report,
- Proposal on the use of Net Earnings,
- Report by the Supervisory Board,

each relating to the 2009 business year;

- Draft resolutions concerning items 2 – 9 of the agenda,
- Draft of Share Option Program 2010,
- Statements by the candidates to be appointed to the Supervisory Board under item 7 of the agenda, in compliance with Section 87 (2) AktG.

Each shareholder will be sent a copy of the aforementioned documents upon request immediately and free of charge.

These documents, as well as the complete text of this convocation and the forms for appointing and revoking appointment of a proxy, will also be available on the Company's Internet site at [www.andritz.com](http://www.andritz.com) as from March 5, 2010, and at the General Meeting.

**Information on shareholder rights under Sections 109, 110, and 118 AktG (Austrian Stock Corporation Act)**

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 this Annual General Meeting and be made public provided they have held this stake for a minimum of three months before the request is made. A written request in this regard must be delivered to ANDRITZ AG, 8010 Graz, Stattegger Strasse 18, Investor Relations Department, Dr. Michael Buchbauer, or by fax (+43 316 6902 425) by March 5, 2010, at the latest. For shares held in a securities deposit account, confirmation of holdings in accordance with Section 10a AktG shall suffice as proof of shareholder status. The confirmation of holdings, which must not be more than seven days old on the date of submission to the Company, shall confirm that the shareholder has held the shares for a minimum of three months on the date of making the request. For all other requirements concerning the confirmation of holdings, please refer to the information on the right to participate.

Shareholders whose aggregate shareholding equals 1% or more of the Company's share capital may submit draft resolutions, accompanied by a statement of the respective reasons, in "text form" (pursuant to Section 13 (2) AktG) for each item of the agenda and request publication of the draft resolution and statement of the reasons therefor on the Company's Internet site.



By fax: +43 (316) 6902 425

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

#### **Bearer shares not held in a securities deposit account**

For bearer shares not held in a securities deposit account, written confirmation by an Austrian notary public shall be delivered to the Company not later than March 23, 2010 at one of the aforementioned company addresses only.

#### **Confirmation of holdings in compliance with 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 and 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 to which the confirmation of holdings refers.

The confirmation of holdings as proof of the shareholding shall refer to the record date stated above, i.e. March 16, 2010.

Confirmation of holdings shall be accepted in German and English.

Giving notice of their intention to participate in the Annual General Meeting and submission of confirmation of holdings do not block shareholders' actions with regard to their shares. Shareholders will still be free to trade their shares at their own discretion.

#### **Participation by proxy**

Each shareholder entitled to attend the General Meeting has the right to appoint a proxy holder who may attend the Meeting on his/her behalf, vested with the same rights as the shareholder.

Transmission of proxy by SWIFT is not permissible (§ 262 Abs. 20 AktG).

Proxy must be conferred on a specific person (natural or legal) in text form. It is possible to appoint several proxy holders.

The document of appointment of a proxy holder shall be delivered to the Company not later than Thursday, March 25, 2010, 4.00 p.m. at one of the following addresses only:

By mail        ANDRITZ AG  
Investor Relations  
Att. Dr. Michael Buchbauer  
Stattegger Strasse 18  
8010 Graz  
Austria

By fax:        +43 (316) 6902 425

By e-mail:    michael.buchbauer@andritz.com  
(the proxy must be attached to the e-mail in text form, e.g. as a PDF file)

On the day of the General Meeting only:

Personally:    at the meeting venue when registering for the Annual General Meeting

A form for appointment of a proxy holder and a form for revocation of proxy will be sent to shareholders upon request or can be downloaded from the Company Internet site at [www.andritz.com](http://www.andritz.com).

The above-stated requirements for appointment of a proxy holder shall apply mutatis mutandis for revocation of proxy.

If a shareholder has appointed his/her depository bank as proxy holder, the bank need only submit notification of its appointment as a proxy holder in addition to the confirmation of holdings. For transmission of this notification, Section 10a AktG shall apply mutatis mutandis.

#### **Total number of shares and voting rights**

At the date of convocation of the General Meeting, the Company's share capital amounts to EUR 104,000,000.- and is divided into 52,000,000 no-par value shares. Each share represents one vote. The Company holds 281,141 own shares at the date of convocation of the General Meeting. No rights accrue to the Company from these shares. Thus, the total number of shares entitled to participate and vote amounts to 51,718,859 at the date of convocation of the General Meeting.

To allow for a smooth admission procedure, shareholders are requested to arrive in good time before the General Meeting starts and identify themselves at the registration counter presenting confirmation of holdings or valid photo-bearing identification (driver's license, passport, ID card). Admission to collect voting cards will begin at 10.00 a.m.

A special service has been set up for shareholders who are prevented from taking part in the Annual General Meeting in person. These shareholders can have their voting rights in the Annual General Meeting exercised by an independent proxy exercising the voting rights entirely according to and bound by the instructions of the shareholder in question. All shareholders wishing to avail themselves of this service, which is provided free of charge, are requested to contact Dr. Michael Buchbauer, ANDRITZ AG: phone: +43 (316) 6902 2979, by fax +43 (316) 6902 425, or by e-mail: [michael.buchbauer@andritz.com](mailto:michael.buchbauer@andritz.com).

Graz, February 2010

The Executive Board