

ANDRITZ AG

Graz

105th Annual General Meeting of Shareholders

March 22, 2012

Resolution proposal
concerning
Item 2 on the Agenda

**“Resolution on distribution of the Net Earnings shown in the Financial
Statements as of December 31, 2011”**

“The Financial Statements as of December 31, 2011 show Net Earnings in the amount of EUR 214,808,909.11. The Executive Board proposes to pay to the shareholders from this amount a dividend of EUR 2.20 for each share entitled to a dividend, i.e. a total of EUR 113,520,226.60 on the basis of the shares in circulation, and to carry the remaining amount of EUR 101,288,682.51 forward to 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 28, 2012 as the date of dividend payment.”