

ANDRITZ AG

Graz

105th Annual General Meeting of Shareholders

March 22, 2012

Resolution proposal
concerning
Item 9 on the Agenda

“Resolution on the amendment to the Articles of Association in Articles 6 and 20, para. (1), to comply with the modified legal requirements, in particular as a result of the Austrian Company Law Amendment Act 2011.”

“The Executive Board and the Supervisory Board propose to amend the Articles of Association in Articles 6 and 20, para. (1), to comply with the modified legal requirements, in particular as a result of the Austrian Company Law Amendment Act 2011, to the effect that these are newly worded as follows:

“Article 6

- 1) The Company’s bearer shares shall be securitized in one or several global certificates. The global certificate(s) is (are) to be deposited with a securities bank according to Article 1, para 3 of the Austrian Safe Custody Act, or with an equivalent foreign institution.
- (2) The Executive Board shall determine the form and content of dividend coupons, renewal coupons, bonds (forming part of a loan issue), interest coupons and warrants, if issued as certificates.”

“Article 20

- (1) The chairman of the Supervisory Board or his deputy shall preside over the General Meeting. If none of the aforementioned has appeared, the notary public called in for authentication shall preside over the Meeting until election of a chairman.””