



Proxy

As a shareholder of ANDRITZ AG, I hereby appoint

name [●]

[address]

to attend the 111th Annual General Meeting of ANDRITZ AG, Graz, FN 50935 f, on Friday, March 23, 2018, starting at 10:30 a.m., in Steiermarksaal at Grazer Congress, Schmiedgasse 2, 8010 Graz, Austria, on my behalf and to exercise my rights as a shareholder of ANDRITZ AG, in particular the right to vote.

This proxy applies to (no.) of my shares in my securities account number at (name of bank or credit institution). (If the above field remains empty, the proxy shall apply for the total number of shares for which confirmation of holdings on the record date has been issued by the depository bank.)

The proxy holder is

- entitled
- not entitled

to delegate his/her authority to another person.

In particular, I appoint the above mentioned proxy holder to exercise the right to vote and pass resolutions on the following agenda:

- 1 Presentation of the audited Financial Statements including the Management Report, the Corporate Governance Report, the Consolidated Financial Statements including Consolidated Management Report, the proposal on the allocation of net earnings, and the Supervisory Board's Report, each for the 2017 business year.
- 2 Resolution on the use of the net earnings shown in the Financial Statements as of December 31, 2017.
- 3 Resolution on discharge of the Executive Board members for the 2017 business year.
- 4 Resolution on discharge of the Supervisory Board members for the 2017 business year.
- 5 Resolution on the remuneration for the Supervisory Board members for the 2017 business year.
- 6 Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2018 business year.



- 7 Resolution on authorizations for the Executive Board in connection with the purchase and sale of treasury shares

Executive Board report pursuant to § 65 (3) AktG and in connection with treasury shares and resolutions authorizing the Executive Board according to the provisions of § 65 (1), line 8 AktG to purchase and, if necessary, retire treasury shares in accordance with the provisions of the Austrian Stock Corporation and Stock Exchange Acts for a period of 30 months as from October 1, 2018, and authorizing the Executive Board to pass a resolution to also dispose of treasury shares by other means than through the stock exchange or by public offering, excluding the subscription rights of the shareholders, for a period of five years as from the date of such resolution and with the approval of the Supervisory Board.

- 8 Resolution on a stock option program.



I instruct the above mentioned proxy holder to vote as follows on agenda items 2 to 8 (tick as appropriate):

INSTRUCTIONS

Please provide a separate instruction for each voting item! Only one instruction may be issued for each voting item! The proxy holder shall only vote according to your instructions. If there is no or no clear instruction for a voting item, the proxy holder shall abstain from voting on the respective item. If there are unforeseen motions, e.g. procedural motions, the proxy holder will abstain. This proxy is revocable.

Agenda item 2

<input type="radio"/> YES	<input type="radio"/> NO	<input type="radio"/> Abstain
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Agenda item 3

<input type="radio"/> YES	<input type="radio"/> NO	<input type="radio"/> Abstain
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Agenda item 4

<input type="radio"/> YES	<input type="radio"/> NO	<input type="radio"/> Abstain
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Agenda item 5

<input type="radio"/> YES	<input type="radio"/> NO	<input type="radio"/> Abstain
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Agenda item 6

<input type="radio"/> YES	<input type="radio"/> NO	<input type="radio"/> Abstain
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Agenda item 7

<input type="radio"/> YES	<input type="radio"/> NO	<input type="radio"/> Abstain
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Agenda item 8

<input type="radio"/> YES	<input type="radio"/> NO	<input type="radio"/> Abstain
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(name/company of the shareholder in block letters)

(shareholder's address)

(date, handwritten signature of the shareholder)

Please state your phone number in case there are any queries: _____