



Resolution Proposals

for the 111th Annual General Meeting of Shareholders
on Friday, March 23, 2018 at 10:30 a.m.
Venue: Steiermarksaal at Grazer Congress, 8010 Graz, Schmiedgasse 2

- 1. Presentation of the audited Financial Statements including 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**

This item of the agenda does not require a resolution.

- 2. Resolution on the use of the net earnings shown in the Financial Statements as of December 31, 2017**

At the time of publication of these resolution proposals (March 2, 2018), the company had issued 104,000,000 no-par value shares. Currently (as per March 2, 2018) the company holds 2,940,870 own shares. These shares are not entitled to a dividend in compliance with § 65 (5) AktG (Austrian Stock Corporation Act). Thus the amount of shares entitled to a dividend is currently 101,059,130. The amount of own shares held by the company may still change until the day of the General Meeting. If this should be the case, the following resolution proposal will be adapted according to the amount of shares entitled to a dividend on the day of the Annual General Meeting of Shareholders.

The Executive Board and the Supervisory Board propose to pay to the shareholders from the net earnings in the amount of EUR 610,032,047.57 shown in the Financial Statements as of December 31, 2017 a dividend of EUR 1.55 for each share entitled to a dividend, i.e. a total of EUR 156,641,651.50 on the basis of the shares in circulation, and to carry the remaining amount of EUR 453,390,396.07 forward to a new account.

Pursuant to Article 24 (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 and the Supervisory Board propose to fix March 29, 2018 as the date of dividend payment. The ex-dividend day shall be March 27, 2018.

- 3. Resolution on discharge of the Executive Board members for the 2017 business year**

The Executive Board and the Supervisory Board propose to grant discharge for the 2017 business year to all members of the Executive Board.



4. Resolution on discharge of the Supervisory Board members for the 2017 business year

The Executive Board and the Supervisory Board propose to grant discharge for the 2017 business year to all members of the Supervisory Board.

5. Resolution on the remuneration for the Supervisory Board members for the 2017 business year

Pursuant to Article 15 of the Articles of Association and § 98 AktG, the Executive Board and the Supervisory Board propose to pay the following remunerations for the 2017 business year to the Supervisory Board members appointed by the Annual General Meeting of Shareholders:

1. The annual remuneration is:
 - a) EUR 60,000.- for the Chairman
 - b) EUR 45,000.- for the Deputy Chairman
 - c) EUR 30,000.- for each other member of the Supervisory Board
2. The attendance fee for each member of the Supervisory Board is EUR 2,500.- for each meeting attended.

6. Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2018 business year

The Supervisory Board proposes to appoint KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft, Vienna, as auditor for the Financial Statements and the 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

The Executive Board and the Supervisory Board propose to adopt the following resolution:

1. Pursuant to § 65 (1) line 8 AktG, the Executive Board is given authorization for a period of 30 months from October 1, 2018 to buy back treasury shares of the company to the maximum extent permitted by law and to possibly cancel these treasury shares with approval from the Supervisory Board without having to submit the matter to the Annual General Meeting of Shareholders again. Any trading in the company's treasury shares for the purpose of profit-making is expressly excluded. The authorization can be exercised for the full or a partial amount, or also in several installments, and in pursuit of one or several goals by the company, its affiliated companies, or by third parties on their behalf.
2. The lowest price per no-par value share must not be less than the respective amount represented by each share in the capital stock. The highest price paid per share upon buy-back must not exceed the average unweighted closing price over the 10 trading days on the Vienna Stock Exchange preceding exercise of this authorization by more than 10 percent.



3. This resolution, as well as the buy-back program based thereon and any resale program, are to be published, also stating their respective durations.
4. The Executive Board is given authorization for a period of five years as from the date of adopting the resolution and with approval from the Supervisory Board to dispose or make use of the purchased treasury shares for any legally permissible purpose also in a way other than by sale via the stock exchange or by public offer and also to exclude the preemptive rights of shareholders to purchase a certain quota thereof (exclusion of subscription rights). The authorization can be exercised for the full or a partial amount, or also in several installments, and in pursuit of one or several goals.

Further justification and explanation of the motion concerning item 7 on the agenda can be found in the Executive Board report pursuant to § 65 (1b) in conjunction with § 153 (4) AktG, published on the company's web site (andritz.com). The present report will also be submitted to the Annual General Meeting.

8. Resolution on a stock option program

The Executive Board and the Supervisory Board propose to approve the stock option program for 2018 submitted by the Executive Board and available for inspection at the Annual General Meeting of Shareholders.

Graz, March 2018

The Executive Board

The Supervisory Board