



# Resolution proposals of the Executive and Supervisory Boards

for the 113<sup>th</sup> Annual General Meeting  
on Tuesday, July 7, 2020, at 10:30 a.m.  
at corporate headquarters, Stattegger Straße 18, 8045 Graz

**1. Presentation of the Financial Statements including the Management Report and Corporate Governance Report, the Consolidated Financial Statements including the Consolidated Management Report, the Proposal on the Allocation of Net Earnings and the Supervisory Board's Report for the 2019 business year**

As presentation of the above mentioned documents is only for the purpose of providing information to the Annual General Meeting, there is no resolution for this agenda item. The 2019 Financial Statements have already been approved by the Supervisory Board and are thus adopted.

**2. Resolution on the use of the net earnings**

At the time of publication of these resolution proposals (June 6, 2020), the company had issued a total of 104,000,000 no-par value shares. Currently (as per June 6, 2020) the company holds 4,562,060 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 99,437,940. The number of own shares held by the company may still change before the Annual General meeting. In this case, the following resolution proposal will be amended to reflect the number of dividend-bearing shares at the time of the Annual General Meeting.

The Executive Board and the Supervisory Board propose to distribute a dividend to the shareholders in the amount of EUR 0.50 per dividend-bearing share from the net earnings of EUR 632,900,828.21 as of December 31, 2019, which is a total of EUR 49,718,970.00 based on the number of shares in circulation, and to carry forward the remaining amount of EUR 583,181,858.21.

Pursuant to Article 24 (4) of the Articles of Association, the dividend is to be paid ten days after the resolution is adopted by the Annual General Meeting unless the Annual General Meeting resolves otherwise. The Executive Board and the Supervisory Board propose July 13, 2020 as payment date for the dividend. The ex-dividend date is July 9, 2020.



**3. Resolution on discharge of the Executive Board members for the 2019 business year**

The Executive Board and the Supervisory Board propose to grant discharge for the Executive Board members in 2019 for this period.

**4. Resolution on discharge of the Supervisory Board members for the 2019 business year**

The Executive Board and the Supervisory Board propose to grant discharge for the Supervisory Board members in 2019 for this period.

**5. Resolution on the remuneration for the Supervisory Board members for the 2019 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 2019 business year to the Supervisory Board members appointed by the Annual General Meeting:

1. The annual remuneration amounts to
  - 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
  - d) EUR 15,000.- additionally for the chairwoman of the Audit Committee

The annual remunerations mentioned above will be paid pro rata temporis.

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 2020 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 2020 business year, as recommended by the Audit Committee.



## 7. Appointment of one person to the Supervisory Board

The mandate of Fritz Oberlerchner as member of the Supervisory Board expires at the end of the coming Annual General Meeting.

According to Article 10 (1) of the ANDRITZ AG Articles of Association, the Supervisory Board comprises a minimum of three and a maximum of six members elected by the Annual General Meeting.

So far, i.e. since the last election by the Annual General Meeting, the Supervisory Board has consisted of six members elected by the Annual General Meeting. [The other members are delegated according to the Austrian legislation on labor relations (Arbeitsverfassungsgesetz)]

At the coming Annual General Meeting, one member would have to be elected in order to reach the same number of members as before.

The Supervisory Board proposes to fill this mandate so that the Supervisory Board again has six members elected by the Annual General Meeting after the election during the Annual General Meeting on July 7, 2020.

The following election proposal by the Supervisory Board was submitted on the basis of the requirements in § 87 (2a) AktG and in the Corporate Governance Code.

ANDRITZ AG is not subject to § 86 (7) AktG and need not take the minimum shareholding requirement pursuant to § 86 (7) into account.

The Supervisory Board proposes to elect Wolfgang BERNHARD, born September 3, 1960, as member of the Supervisory Board as of the end of the present Annual General Meeting in accordance with Article 10 (2) of the Articles of Association and § 87 (7) AktG until the end of the Annual General Meeting deciding on the discharge for the 2024 business year.

The candidate has submitted a declaration pursuant to § 87 (2) AktG, which is also available on the company's web site and states in particular that

- 1 all circumstances in connection with § 87 (2) AktG have been disclosed and, in the judgment of the candidate, there are no circumstances that could give cause for concern with regard to the candidate's impartiality,
- 2 the candidate has not been convicted in a final court judgment for a criminal act, in particular for a criminal act that would compromise the candidate's professional reliability pursuant to § 87 (2a) p. 3 AktG, and there are no obstacles as listed in § 86 (2) and (4) AktG that would prevent such appointment.



The Nomination Committee of the Supervisory Board has prepared this proposal and considered the professional and personal qualifications of the candidate as well as the professionally balanced composition of the Supervisory Board according to § 87 (2a) AktG in submitting the proposal and has also taken reasonable consideration of aspects in respect of diversity in the Supervisory Board in terms of representation of both sexes, age structure, and internationality of the members.

In the election, the Annual General Meeting is tied to proposals for the election as described below. Proposals for the election of Supervisory Board members, including the declarations on the requirements pursuant to § 87 (2) AktG for each person nominated, must be made accessible by the company on its web site not later than **June 30, 2020**. Otherwise the person concerned cannot be included in the vote. The same applies to shareholders' proposals for the election pursuant to § 110 AktG, which must reach the company in writing not later than **June 26, 2020**. Regarding details and conditions, reference is made to the "Information on the rights of shareholders pursuant to §§ 109, 110, 118 and 119 AktG/Shareholders' resolution proposals pursuant to § 110 AktG".

#### **8. Resolution on the remuneration policy**

The Supervisory Board of a listed company must establish the principles for remuneration of the members of the Executive Board and the Supervisory Board pursuant to § 78a AktG (Austrian Stock Corporation Act) in conjunction with § 98a AktG (remuneration policy).

The remuneration policy must be submitted to the Annual General Meeting for voting at least every four business years (and whenever there is an important amendment). At ANDRITZ AG, this will be required for the first time during the Annual General Meeting on July 7, 2020.

The vote on the remuneration policy during the Annual General Meeting is treated as a recommendation. The resolution cannot be contested (§ 78b (1) AktG).

The Supervisory Board must present a resolution proposal on the remuneration policy pursuant to § 108 (1) AktG.

Pursuant to § 108 (4), line 4 AktG, this resolution proposal from the Supervisory Board and the remuneration policy must be made accessible on the web site as entered in the Companies' Register as from 21 days before the Annual General Meeting.

The Supervisory Board of ANDRITZ AG established the principles for remuneration of the members of the Executive Board and the Supervisory Board pursuant to § 78a AktG in conjunction with § 98a AktG and set up the remuneration policy at the meeting held on December 5, 2019.



The remuneration policy will be made accessible not later than June 16, 2020 (21 days before the Annual General Meeting) on the ANDRITZ AG web site as entered in the Companies' Register ([andritz.com](http://andritz.com)).

The Supervisory Board proposes to adopt the remuneration policy as published on the web site entered in the Companies' Register.

The remuneration policy is attached to the present resolution proposal as Annex ./1.

**9. Resolution on a stock option program**

The Executive Board and the Supervisory Board propose to approve the stock option program for 2020 submitted by the Executive Board and available for inspection at the Annual General Meeting of Shareholders.

Annex ./1 remuneration policy

Graz, June 2020

The Executive Board

The Supervisory Board