



ANDRITZ AG
Graz, FN 50935 f
ISIN AT0000730007

**Convening of the 113th
Annual General Meeting of
ANDRITZ AG**

at the company headquarters in Stattegger Strasse 18, 8045 Graz
at 10:30 a.m. on Tuesday, July 7, 2020.

**I. VIRTUAL ANNUAL GENERAL MEETING WITHOUT
THE SHAREHOLDERS BEING PHYSICALLY PRESENT**

**1. COVID-19 Company Law Act (COVID-19-GesG) and COVID-19 Company Law Regulation
(COVID-19-GesV)**

In order to protect the shareholders and other participants, the Executive Board has decided to make use of the new legal regulation to hold a virtual Annual General Meeting.

Pursuant to § 1 (2) COVID-19-GesG, Federal Law Gazette I no. 16/2020 as amended by Federal Law Gazette I no. 24/2020 and COVID-19-GesV (Federal Law Gazette II no. 140/2020) and in consideration of the interests of both the company and the participants, the Annual General Meeting of ANDRITZ AG on July 7, 2020, will be conducted as a “virtual Annual General Meeting”.

This means that shareholders can not be physically present at the ANDRITZ AG Annual General Meeting due to health protection measures.

The Executive Board kindly requests your understanding that shareholders can not come to the Annual General Meeting themselves.

The Annual General Meeting will be held in the physical presence of the Supervisory Board Chairman, the President & Chief Executive Officer and the other Executive Board members, the certifying notary public and the four special voting proxy holders at Stattegger Strasse 18, 8045 Graz.

Holding the Annual General Meeting as a virtual meeting pursuant to COVID-19-GesV results in some changes to the normal Annual General Meeting procedures and in the exercise of shareholders' rights.

Voting rights, the right to propose resolutions and the right to raise objections can only be exercised by granting a proxy and issuing instructions to one of the special voting proxy holders proposed by the company pursuant to § (4) COVID-19-GesV.



The right to information can be exercised during the virtual Annual General Meeting by the shareholders themselves via electronic communication. This communication is possible in writing only by direct e-mail to the company at fragen.andritz@hauptversammlung.at.

2. Annual General Meeting broadcast on the internet

The Annual General Meeting will be broadcast by audiovisual means on the internet in full and in real time pursuant to § 3 (4) COVID-19-GesV in conjunction with § 102 (4) AktG.

This is permissible under data protection law with regard to the legal basis provided by § 3 (4) COVID-19-GesV in conjunction with § 102 (4) AktG.

All of the company's shareholders can attend the Annual General Meeting as a virtual Annual General Meeting, using the appropriate equipment, on the internet at www.andritz.com as from approximately 10:30 a.m. on **July 7, 2020**. There is no need to register for or log in to attend the Annual General Meeting.

As the Annual General Meeting will be broadcast on the internet, all shareholders will be able to attend the Annual General Meeting in real time via this one-way audiovisual connection if they wish and also follow the Executive Board's presentation and the answers to shareholders' questions.

We wish to point out that this live broadcast as a virtual Annual General Meeting does not permit remote participation (§ 102 (3) line 2 AktG) and remote voting (§ 102 (3) line 3 AktG and § 126 AktG) and that the internet broadcast is not a two-way connection.

Similarly, we must point out that the company is only responsible for the use of technical means of communication to the extent that they are attributable to its own sphere.

Furthermore, we wish to draw your attention to the information on the organizational and technical requirements for participation pursuant to § 3 (3) in conjunction with § 2 (4) COVID-19-GesV ("**Information concerning participation**").

We kindly request shareholders to pay special attention to this **Information concerning participation**, which also sets out the procedure for the Annual General Meeting.



II. AGENDA

- 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.
- 2 Resolution on the use of the net earnings
- 3 Resolution on discharge of the Executive Board members for the 2019 business year
- 4 Resolution on discharge of the Supervisory Board members for the 2019 business year
- 5 Resolution on the remuneration for the Supervisory Board members for the 2019 business year
- 6 Appointment of the auditor for the Financial Statements and Consolidated Financial Statements for the 2020 business year
- 7 Appointment of one person to the Supervisory Board
- 8 Resolution on the remuneration policy
- 9 Resolution on a stock option program



III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVIDING OF INFORMATION ON THE WEB SITE

In particular, the following documents shall be available on the company's website at www.andritz.com as entered in the Companies Register not later than **June 16, 2020**:

- Information on the organizational and technical requirements for participation pursuant to § 3 (3) in conjunction with § 2 (4) COVID-19-GesV ("**Information concerning participation**")
 - Financial Statements with management Report and Consolidated Non-financial Statement
 - Corporate Governance Report
 - Consolidated Financial Statements with Consolidated Management Report
 - Proposal for use of the net earnings
 - Report of the Supervisory Board
- for the 2019 business year in each case
- Motions on items 2 to 9 on the agenda
 - Remuneration Policy
 - Statement by the candidate for appointment to the Supervisory Board in agenda item 7 pursuant to § 87 (2) of the Austrian Stock Corporation Act (AktG), including curriculum vitae
 - Form for granting a proxy with special voting rights pursuant to § 3 (4) COVID-19-GesV
 - Question form
 - Form for revoking a proxy
 - Full wording of this convening document for the Annual General Meeting



IV. RECORD DATE AND PREREQUISITES FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

The right to participate in the virtual Annual General Meeting and to exercise voting and all other shareholders' rights to be asserted at the Annual General Meeting pursuant to the COVID-19-GesG and COVID-19-GesV is conditional upon the shareholding at the end of the day on **June 27, 2020 (record date)**.

Only persons who are shareholders on this record date and provide proof thereof to the company are entitled to take part in this virtual Annual General Meeting pursuant to the COVID-19-GesG and COVID-19-GesV.

A safe custody receipt pursuant to § 10a AktG that must be received by the company not later than **July 2, 2020** (24:00 hrs, CEST, time in Vienna) via one of the following communication channels at one of the following addresses is to be provided as evidence of the shareholding on the record date.

- For submission of the safe custody receipt in writing, which is sufficient according to Article 18 (3) of the Articles of Association
 - by fax +43 1 8900 500 94
 - by e-mail anmeldung.andritz@hauptversammlung.at
(safe custody receipts in PDF format please)

- For submission of the safe custody receipt in written form
 - by mail or messenger service ANDRITZ AG
c/o HV-Veranstaltungsservice GmbH
8242 St. Lorenzen am Wechsel, Köppel 60

 - by SWIFT GIBAATWGGMS
(Message type MT598 or MT599, it is essential to state ISIN AT0000730007 in the message text)

It is not possible to **appoint a properly authorized, special voting proxy holder** if the company **does not receive the safe custody receipt** in time.

The shareholders are requested to contact their custodian bank and arrange for a safe custody receipt to be issued and submitted.

The record date has no effect on the saleability of the shares and has no bearing on dividend entitlement.



Safe custody receipt pursuant to § 10a AktG

The safe custody receipt must be issued by the custodian bank with headquarters in a member state of the European Economic Area or a full member of the OECD and must contain the following information:

- Information on the issuer: name/company and address or code normally used in communication between banks (BIC)
- Information on the shareholder: name/company, address, date of birth of individuals, companies' register and register number of legal entities, as applicable
- Information on the shares: number of shares held by the shareholder, ISIN AT0000730007 (international securities identification number)
- Safe custody account number or other designation
- Reference time of the safe custody receipt

The safe custody receipt as evidence of shareholding for the purpose of participation in the Annual General Meeting must refer to the end of the day on the record date **June 27, 2020** (24:00 hrs, CEST, time in Vienna).

The safe custody receipt will be accepted in German or English.



V. APPOINTING A SPECIAL VOTING PROXY HOLDER AND THE PROCESS TO BE OBSERVED FOR THIS PURPOSE

Each shareholder who is entitled to attend the virtual Annual General Meeting pursuant to COVID-19-GesG and COVID-19-GesV and has provided proof thereof as stipulated in item IV of the present convening document has the right to appoint a special voting proxy holder.

Pursuant to § 3 (4) COVID-19-GesV, it is only possible to table a motion, vote and raise an objection during this virtual Annual General Meeting of ANDRITZ AG on **July 7, 2020**, through one of the special voting proxy holders.

The following persons, who are suitable and independent of the company are proposed as special voting proxy holders:

- (i) Dr. Michael Knap
c/o Interessenverband für Anleger, IVA
1130 Vienna, Feldmühlgasse 22
tel: +43 664 2138740
e-mail: knap.andritz@hauptversammlung.at
- (ii) Attorney-at-law Dr. Paul Fussenegger
1010 Vienna, Rotenturmstraße 12/6
tel: +43 1 2351001
e-mail: fussenegger.andritz@hauptversammlung.at
- (iii) Attorney-at-law Mag. Philipp Stossier
c/o Stossier Heitzinger Rechtsanwälte
4600 Wels, Dragonerstraße 54
tel: +43 7242 42605
e-mail: stossier.andritz@hauptversammlung.at
- (iv) Attorney-at-law Dr. Christoph Nauer, LL.M.
c/o bpv Hügel Rechtsanwälte GmbH
1220 Vienna, ARES-Tower, Donau-City-Straße 11
tel: +43 2236 893377
e-mail: nauer.andritz@hauptversammlung.at

Each shareholder can choose one of the four persons mentioned above as his special voting proxy holder and grant this person a proxy.

A separate **proxy form** can be downloaded from the **company's website at www.andritz.com** in order to grant the proxy to the special voting proxy holder. We kindly request you to use this proxy form.



The requirements stated in the **Information concerning participation** must be observed for granting of proxy and the respective submission options and deadlines.

It is expressly forbidden to hand over the proxy personally at the meeting location.

VI. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO §§ 109, 110, 118 AND 119 AKTG

1. Addition to the agenda by shareholders pursuant to § 109 AktG

Shareholders may request that **additional items be added to the agenda** of this Annual General Meeting and announced if their individual or aggregate holding reaches **5% of the total shares** and they have held these shares for at least three months before submitting the request, provided that this request is delivered to the company by mail or messenger service not later than **June 16, 2020** (24:00 hrs CEST, time in Vienna) and addressed exclusively to **ANDRITZ AG, Att. Dr. Michael Buchbauer, Investor Relations department, Stattegger Strasse 18, 8045 Graz, Austria**. Each agenda item requested in this way must include a resolution proposal and state the reason for the request. The agenda item and the proposed resolution, but not the reasons for the resolution, must also be worded in German. Proof of shareholding must be brought by submitting a safe custody receipt pursuant to § 10a AktG confirming that the shareholders making the request have held the shares for at least three months before submitting the request. This safe custody receipt must not be more than seven days old at the time of submission to the company. Several safe custody receipts that only communicate an agreement shareholding of 5% all together must refer to the same time and date.

Reference is made to the information on entitlement to participate (item IV of this convening document) concerning the other requirements relating to the safe custody receipt.



2. Resolution proposals for the agenda by shareholders pursuant to § 110 AktG

Shareholders may submit **resolution proposals** in writing, including the reasons for the proposal, for any item on the agenda and request that these proposals be made accessible together with the name of the shareholder concerned, the reasons to be attached to the proposal and any comments thereon by the Executive Board or the Supervisory Board on the company's web site as entered in the Companies' Register if their individual or aggregate holding reaches **1% of the total shares** provided that this request is delivered to the company either in writing by fax to **+43 316 6902-465**, by mail, messenger service or personally to ANDRITZ AG, **Att. Dr. Michael Buchbauer, Investor Relations department, Stattegger Strasse 18, 8045 Graz**, Austria, or by e-mail to michael.buchbauer@andritz.com not later than **June 26, 2020** (24:00 hrs CEST, time in Vienna), with the shareholders' written request attached to the e-mail, for example as a PDF file. If the written form is required pursuant to § 13 (2) AktG for declarations, the declaration must be submitted in a certificate or in another way using written characters suitable for permanent reproduction, stating the identity of the person making the statement and indicating the end of the statement by a facsimile of the person's signature or by other means. The proposed resolution, but not the reasons for it, must also be worded in German.

The declaration by the person proposed pursuant to § 87 (2) AktG shall take the place of the reasons in a **proposal for election of a Supervisory Board member**.

Proof of shareholding must be brought by submitting a safe custody receipt pursuant to § 10a AktG, which must not be more than seven days old at the time of submission to the company. Several safe custody receipts that only communicate an agreement shareholding of 1% all together must refer to the same time and date.

Reference is made to the information on entitlement to participate (item IV of this convening document) concerning the other requirements relating to the safe custody receipt.

3. Shareholders' right to information pursuant to § 118 AktG

Each shareholder shall, upon request, receive information at the Annual General Meeting on matters concerning the company to the extent that such information is necessary in order to properly evaluate an item on the agenda. The obligation to provide information also extends to the legal relationships between the company and an affiliated company and to the situation within the Group and the companies included in the Consolidated Financial Statements.

Information may be denied if it would be deemed suitable according to reasonable entrepreneurial judgment to cause significant harm to the company or an associated company or if such disclosure would be liable to prosecution.

We expressly point out that the **right to information** pursuant to § 113 AktG can only be exercised by the shareholders themselves during the virtual Annual General Meeting by sending questions directly to the company by e-mail to fragen.andritz@hauptversammlung.at.



The shareholders are requested to send all questions beforehand in writing by e-mail to fragen.andritz@hauptversammlung.at. The questions must be sent in time to reach the company by **July 3, 2020**, at the latest.

This will enable the Executive Board to prepare as carefully as possible for the meeting and answer your questions quickly.

Please use the question form available on the company's web site at www.andritz.com.

However, we wish to expressly point out that the right to information pursuant to § 113 AktG can only be exercised by the shareholders themselves during the Annual General Meeting by sending questions directly to the company by e-mail to fragen.andritz@hauptversammlung.at.

Please note that the Chairman may define appropriate time limits during the Annual General Meeting.

More detailed information and ways of exercising the shareholders' right to information pursuant to § 118 AktG are provided in the **Information concerning participation**.

4. Motions tabled by shareholders at the Annual General Meeting pursuant to § 119 AktG

Irrespective of a specific shareholding, all shareholders are entitled to table motions relating to any item on the agenda through their special voting proxy holder during the virtual Annual General Meeting pursuant to COVID-19-GesG and COVID-19-GesV.

In order to do so, the shareholder **must provide proof of the right to participate** pursuant to item IV of the present convening document **and** of the granting of the corresponding **proxy to the special voting proxy holder** in accordance with item V of the present convening document.

More detailed information and ways of exercising the shareholders' right to table motions pursuant to § 119 AktG are provided in the **Information concerning participation**.

However, if a **shareholder tables a motion for election of a member of the Supervisory Board**, it is mandatory that a resolution proposal pursuant to § 110 AktG is submitted within the time period allowed: Candidates for election to the Supervisory Board (item 7 on the agenda) can only be proposed by shareholders whose aggregate shareholding reaches 1% of the total shares. Such election proposals must be delivered to the company as described above (item V, para. 2) not later than **June 26, 2020**. Each proposal must be accompanied by the declaration pursuant to § 87 (2) AktG by the candidate for election concerning their professional qualifications, their professional or comparable functions, and all circumstances that could give cause for concern with regard to the candidate's impartiality.

Otherwise the shareholders' motion for election of a member of the Supervisory Board cannot be considered in the vote.



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

5. Information on shareholders' data protection

ANDRITZ AG processes shareholders' **personal data** (particularly data pursuant to § 10a (2) AktG, which are name, address, date of birth, number of the securities account, number of shares held, type of shares if applicable, voting card number, as well as the name and date of birth of the proxy holder(s) if applicable) on the basis of the data protection regulations applying, in particular the **European General Data Protection Regulation (GDPR)** and the **Austrian Data Protection Act** in order to enable the shareholders to exercise their rights at the Annual General Meeting.

Processing of shareholders' personal data is absolutely necessary if shareholders and their proxy holders are to participate in the Annual General Meeting pursuant to the Austrian Stock Corporation Act. The legal basis for data processing is thus **Section 6 (1) c) GDPR**.

ANDRITZ AG is the **processor**. ANDRITZ AG uses external **service companies**, such as notaries, attorneys, banks, and IT service providers, for the purposes of organizing the Annual General Meeting. These companies only receive such personal data from ANDRITZ AG as are necessary to perform the service ordered and process the data exclusively according to ANDRITZ AG's instructions. ANDRITZ AG has concluded **data protection agreements** with these service companies to the extent required by law.

If a shareholder takes part in the Annual General Meeting, all of the shareholders present or their proxy holders, the members of the Executive and Supervisory Boards, the notary public and all other persons with a legal right to participate can examine the **list of participants** (§ 117 AktG) and thus also access the personal data it contains (including name, place of residence and shareholding). In addition, ANDRITZ AG is under legal obligation to submit shareholders' personal data (in particular the list of participants) to the **Companies' Register** as part of the notarial record (§ 120 AktG).

The shareholders' data are rendered anonymous or deleted as soon as they are no longer needed for the purposes for which they were collected and processed and to the extent that there are no other legal obligations that require these data to be stored. **Obligations to verify and store data** result, in particular, from company, stock corporation and takeover law, fiscal and tax legislation, and from anti-money laundering regulations. If any legal claims are raised against ANDRITZ AG by shareholders or by ANDRITZ AG against shareholders, storage of personal data is used in individual cases to **settle and enforce claims**. In connection with legal proceedings in civil courts, this can result in data being stored for the duration of the limitation period plus the duration of the legal proceedings until they are legally terminated.



Each shareholder has the right of **access, rectification, restriction of processing, objection and deletion** at any time concerning processing of personal data as well as a **right of data portability** pursuant to Chapter III of the GDPR. Shareholders can enforce these rights towards ANDRITZ AG free of charge at the following e-mail address michael.buchbauer@andritz.com or using the following **contact data**:

ANDRITZ AG
Stattegger Strasse 18
A-8045 Graz
fax: +43 316 6902-465

In addition, shareholders have the **right to lodge a complaint** with the **data protection supervisory authority** pursuant to Article 77 of the GDPR.

Further information on data protection can be found in the Data Protection Statement on the ANDRITZ AG website at www.andritz.com.

VII. FURTHER DETAILS AND INFORMATION

1. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the company's share capital amounts to EUR 104,000,000.- divided into 104,000,000 shares issued to bearers. Each share carries one vote. At the time of convening the Annual General Meeting, the company held 4,562,060 of its own shares. These shares do not carry any rights, also no voting rights. The total number of shares eligible for participation and voting shares at the time of convening the Annual General Meeting was 99,437,940. Any change in the holding of the company's own shares and thus in the total number of voting rights occurring up to the Annual General Meeting will be announced during the meeting.

2. No physical presence

We wish to point out once again that neither shareholders nor guests are permitted to personally attend the upcoming Annual General Meeting, to be held as a virtual Annual General Meeting pursuant to COVID-19-GesV.

Graz, June 2020
The Executive Board