



# Convening of the 119<sup>th</sup> Annual General Meeting

We hereby invite our shareholders to attend the 119<sup>th</sup> Annual General Meeting of ANDRITZ AG, with headquarters in Graz, FN 50935 f, which will take place **on Thursday, March 26, 2026, at 10:30 a.m. CET**, in the Steiermarksaal/Grazer Congress, 8010 Graz, Schmiedgasse 2.

## I. AGENDA

1. Presentation of the annual financial statements including the management report and corporate governance report, the consolidated financial statements, the group management report, the proposal for the appropriation of profits, the non-financial report and the report of the Supervisory Board for the 2025 financial year.
2. Resolution on the appropriation of net retained profits
3. Resolution on the discharge of the members of the Executive Board for the 2025 financial year
4. Resolution on the discharge of the members of the Supervisory Board for the 2025 financial year
5. Resolution on the determination of remuneration for the members of the Supervisory Board for the 2025 financial year
6. Election of the auditor and group auditor as well as the auditor for the consolidated sustainability reporting for the 2026 financial year
7. Election of two persons to the Supervisory Board
8. Resolution on the remuneration report
9. Resolution on authorizations for the Executive Board in connection with the acquisition and sale of treasury shares

Resolutions authorizing the Executive Board, in accordance with the provisions of Section 65 (1) (8) AktG, to acquire and, if necessary, withdraw treasury shares of the company for a period of 30 months from April 1, 2026, in accordance with the provisions of the Austrian Stock Corporation Act and the Austrian Stock Exchange Act, and authorization of the Executive Board for a period of five years from the date of the resolution, with the approval of the Supervisory Board, to decide on the sale of treasury shares by means other than via the stock exchange or by public offering, excluding the subscription rights of shareholders.



## II. DOCUMENTS FOR THE ANNUAL GENERAL MEETING; PROVISION OF INFORMATION ON THE WEBSITE

In particular, the following documents will be available on the company's website registered in the commercial register at [andritz.com](https://www.andritz.com) by **March 5, 2026**, at the latest:

- Proposed resolutions
  
- DOCUMENTS RELATING TO THE 1<sup>ST</sup> AGENDA ITEM
  - Annual financial report 2025
  - 2025 Annual Financial Statements of ANDRITZ AG
  - Management report 2025
  - Non-financial report 2025
  - Consolidated Corporate Governance Report 2025
  - Proposal for the appropriation of profits
  - Report of the Supervisory Board
  
- DOCUMENTS RELATING TO AGENDA ITEM 7
  - Declarations pursuant to Section 87 (2) of the Austrian Stock Corporation Act (AktG) & CVs
  
- DOCUMENTS RELATING TO AGENDA ITEM 8
  - Remuneration report of ANDRITZ AG
  
- DOCUMENTS RELATING TO AGENDA ITEM 9
  - Report of the Executive Board on the justification for the exclusion of subscription rights under agenda item 9 (authorization of the Executive Board in connection with the acquisition and sale of treasury shares)
  
- Form for granting a proxy
  
- Form for granting proxy to a proxy holder
  
- Form for revoking a proxy
  
- Information on the integration of ISO 20022 SWIFT messages into the mailing logic for securities account confirmations and powers of attorney
  
- Convocation of the 119<sup>th</sup> Annual General Meeting



### III. RECORD DATE AND REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING

Eligibility to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights that are to be asserted at the Annual General Meeting is based on share ownership at the end of **March 16, 2026 (record date)**. Only those persons who are shareholders on this record date and provide the company with proof of this are entitled to participate in the Annual General Meeting.

Proof of share ownership on the record date must be provided in the form of a securities account confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (AktG), which must be received by the company no later than **March 23, 2026** (midnight CET) exclusively via one of the following communication channels and sent to one of the following addresses.

- For the transmission of the securities account confirmation in text form, which satisfies the Articles of Association pursuant to Section 18 (3)
  - by email [anmeldung.andritz@hauptversammlung.at](mailto:anmeldung.andritz@hauptversammlung.at)  
(please send custody account confirmations in PDF format)
  - by fax +43 1 8900 500-50
- To send the deposit confirmation in writing
  - by mail or courier ANDRITZ AG  
c/o HV-Veranstaltungsservice GmbH  
8242 St. Lorenzen am Wechsel, Köppel 60
  - by SWIFT ISO 15022 CPTGDE5WXXX  
(Message Type MT598 or MT599,  
be sure to include ISIN AT0000730007 in the text)
  - via SWIFT ISO 20022 ou=xxx,o=cptgde5w,o=swift  
seev.003.001.10 or seev.004.001.10  
A detailed description is available for download at [andritz.com](http://andritz.com).

Shareholders are requested to contact their custodian bank and arrange for a custody account confirmation to be issued and forwarded. The record date has no effect on the transferability of the shares and is not relevant for dividend entitlement.



### **Depository confirmation in accordance with Section 10a AktG**

The securities account confirmation must be issued by the custodian bank based in a member state of the European Economic Area or in a full member state of the OECD and must contain the following information:

- Details of the issuer: name/company name and address or a code commonly used in transactions between credit institutions (SWIFT code)
- Information about the shareholder: Name/company name, address, date of birth for natural persons, register and registration number for legal entities, if applicable
- Information about the shares: Number of shares held by the shareholder, ISIN AT0000730007
- Deposit account number or other designation
- Date to which the securities account confirmation refers

The securities account confirmation as proof of share ownership for participation in the Annual General Meeting must refer to the end of the record date, **March 16, 2026** (midnight CET).

The securities account confirmation will be accepted in German or English.

### **Proof of identity**

Shareholders and their proxies are requested to have a valid official photo ID ready for identification purposes when registering.

If you are attending the Annual General Meeting as a proxy, please bring the power of attorney with you in addition to your official photo ID. If the original power of attorney has already been sent to the company, you can facilitate your admission by bringing a copy of the power of attorney with you.

ANDRITZ AG reserves the right to verify the identity of persons attending the meeting. If identity cannot be verified, admission may be refused.

## **IV. OPTION TO APPOINT A PROXY AND THE PROCEDURE TO BE FOLLOWED**

Every shareholder who is entitled to participate in the Annual General Meeting and has proven this to the company in accordance with the provisions in this invitation, point III, has the right to appoint a proxy to participate in the Annual General Meeting on behalf of the shareholder and who has the same rights as the shareholder he or she represents.

The proxy must be granted to a specific person (a natural or legal person) in writing (Section 13 (2) AktG), whereby several persons may also be authorized. Proxies may be granted both before and during the Annual General Meeting.



We offer the following communication channels and address for the transmission of proxies:

- by mail or courier            ANDRITZ AG  
   c/o HV-Veranstaltungsservice GmbH  
   8242 St. Lorenzen am Wechsel, Köppel 60
- by e-mail                        [anmeldung.andritz@hauptversammlung.at](mailto:anmeldung.andritz@hauptversammlung.at)  
   (Please send powers of attorney in PDF format)
- by fax                             +43 1 8900 500-50

From credit institutions in accordance with Section 114 (1) sentence 4 AktG, also possible via SWIFT:

ISO 15022                      CPTGDE5WXXX  
   (Message Type MT598 or MT599,  
   be sure to include ISIN AT0000730007 in the text)

ISO 20022                      ou=xxx,o=cptgde5w,o=swift  
   seev.003.001.10 or seev.004.001.10  
   A detailed description is available for download at [andritz.com](http://andritz.com).

Proxies must be received at one of the above addresses by 4:00 p.m. CET **on March 25, 2026**, at the latest, unless they are handed in at the entrance and exit control of the Annual General Meeting on the day of the meeting.

A proxy form and a form for revoking the proxy are available on the company's website at [andritz.com](http://andritz.com). In the interest of smooth processing, we kindly ask you to always use the forms provided. Details on the authorization, in particular on the text form and content of the proxy, can be found in the proxy form provided to shareholders.

If the shareholder has granted power of attorney to his or her custodian bank (§ 10a AktG), it is sufficient for the bank to submit a declaration that it has been granted power of attorney in addition to the custody confirmation, using the method provided for its transmission to the company.

Shareholders may also exercise their rights at the Annual General Meeting in person after granting a proxy. Personal attendance shall be deemed to revoke any proxy previously granted.

The above provisions on the granting of proxy apply mutatis mutandis to the revocation of proxy.



### **Independent proxy**

As a special service, Dr. Michael Knap is available to shareholders as an independent proxy for the exercise of voting rights in accordance with instructions at the Annual General Meeting; a special proxy form is available for this purpose on the company's website at [andritz.com](https://www.andritz.com).

In addition, shareholders may contact Dr. Michael Knap directly by telephone at +43 1 876 3343-30 or by email at [knap.andritz@hauptversammlung.at](mailto:knap.andritz@hauptversammlung.at).

## **V. NOTICE REGARDING SHAREHOLDER RIGHTS PURSUANT TO SECTIONS 109, 110, 118, AND 119 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)**

### **1. Additions to the agenda by shareholders pursuant to Section 109 AktG**

Shareholders whose shares together represent **5% of the share capital** and who have held these shares for at least three months prior to submitting their request may request in writing that **additional items** be added to the agenda of this Annual General Meeting and announced, provided that this request is submitted in writing by mail or courier no later than **March 5, 2026** (midnight CET) to the company at the following address: ANDRITZ AG, Eibesbrunnnergasse 20, A-1120 Vienna, Legal Department, attn. Regional General Counsel, Mag. Alexander Krause.

Each agenda item requested in this manner must be accompanied by a proposed resolution and justification. Shareholder status must be proven by submitting a custody confirmation in accordance with Section 10a of the Austrian Stock Corporation Act (AktG), confirming that the shareholders submitting the request have been shareholders for at least three months prior to the request and that the confirmation is not older than seven days at the time of submission to the company.

With regard to the other requirements for the securities account confirmation, please refer to the information on eligibility to participate (Section III).

### **2. Shareholder proposals for the agenda pursuant to Section 110 AktG**

Shareholders whose shares individually or collectively reach **1% of the share capital** may submit **proposals for resolutions** in writing, including reasons, on any item on the agenda and request that these proposals, together with the names of the shareholders concerned, the reasons given and any comments by the Executive Board or Supervisory Board, be made available on the company's website as entered in the commercial register, provided that this request is received by the company in text form at by **March 17, 2026** (midnight CET) at the latest by post, courier, or in person to ANDRITZ AG, Eibesbrunnnergasse 20, A-1120 Vienna, Legal Department, attn. Regional General Counsel, Mag. Alexander Krause, or by email to [investors@andritz.com](mailto:investors@andritz.com), whereby the request in text form, for example as a PDF, must be attached to the email.



In the case of a **proposal for the election of a member of the Supervisory Board**, the statement of the proposed person pursuant to Section 87 (2) AktG shall replace the justification.

Shareholder status must be proven by submitting a securities account confirmation in accordance with Section 10a AktG, which must not be older than seven days at the time of submission to the company. With regard to the other requirements for the securities account confirmation, please refer to the information on eligibility to participate (Section III).

### **3. Information pursuant to Section 110 (2) sentence 2 in conjunction with Section 86 (7) and (9) AktG**

The Supervisory Board of ANDRITZ AG currently consists of six members elected by the Annual General Meeting (capital representatives) and three members delegated by the Works Council in accordance with Section 110 of the Austrian Labor Constitution Act (ArbVG). Of the six capital representatives, three are men and three are women; of the employee representatives, two are men and one is a woman.

Both the capital representatives and the employee representatives on the Supervisory Board already meet the 30% quota pursuant to Section 86 (7) AktG via the minimum share requirement.

ANDRITZ AG is subject to the scope of application of Section 86 (7) AktG and must take into account the minimum share requirement pursuant to Section 86 (7) AktG.

No objection pursuant to Section 86 (9) AktG was raised by either the majority of the capital representatives or the majority of the employee representatives, meaning that the minimum share requirement pursuant to Section 86 (7) AktG is fulfilled in its entirety rather than separately.

### **4. Shareholders' right to information pursuant to Section 118 AktG**

Upon request, every shareholder shall be provided with information on matters relating to the company at the Annual General Meeting, insofar as this is necessary for the proper assessment of an item on the agenda. The duty to provide information also extends to the legal relationships between the company and an affiliated company, as well as to the situation of the group and the companies included in the consolidated financial statements.

Information may be refused if, based on reasonable business judgment, it is likely to cause significant harm to the company or an affiliated company, or if providing it would be punishable by law.

Requests for information must generally be made verbally at the Annual General Meeting but may also be made in writing.

Questions that require lengthy preparation to answer may be submitted to the Executive Board in writing in good time before the Annual General Meeting to ensure that the meeting runs efficiently. Questions can be sent to the company by email to [investors@andritz.com](mailto:investors@andritz.com).



## **5. Motions by shareholders at the Annual General Meeting pursuant to Section 119 AktG**

Every shareholder is entitled to submit motions on any item on the agenda at the Annual General Meeting, regardless of the size of their shareholding. If several motions are submitted on one item on the agenda, the chairperson shall determine the order of voting in accordance with Section 119 (3) AktG.

However, a **shareholder motion to elect a member of the Supervisory Board** requires the timely submission of a proposed resolution in accordance with Section 110 AktG: Persons for election to the Supervisory Board (item 7 of the agenda) may only be proposed by shareholders whose shares together amount to 1% of the share capital. Such nominations must be received by the company no later than **March 17, 2026**, in the manner specified above (item V (2)). Each nomination must be accompanied by a declaration in accordance with Section 87 (2) AktG from the proposed person regarding their professional qualifications, their professional or comparable functions, and any circumstances that could give rise to concerns about bias.

Otherwise, the shareholders' proposal for the election of a member of the Supervisory Board may not be considered in the vote.

## **6. Information on shareholder data protection**

ANDRITZ AG processes **the personal data** of shareholders (in particular those specified in Section 10a (2) of the Austrian Stock Corporation Act (AktG), i.e., name, address, date of birth, securities account number, number of shares held by the shareholder, type of shares (if applicable), number of the voting card, and, if applicable, name and date of birth of the proxy) on the basis of the applicable data protection regulations, in particular the **European General Data Protection Regulation (GDPR)** and the Austrian **Data Protection Act**, in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of shareholders' personal data is mandatory for shareholders and their representatives to participate in the Annual General Meeting in accordance with the Austrian Stock Corporation Act. The legal basis for the processing is therefore **Article 6 (1) c) GDPR**.

ANDRITZ AG is the **responsible body** for the processing. ANDRITZ AG uses external **service providers** such as notaries, lawyers, banks, and IT service providers for the purpose of organizing the Annual General Meeting. These service providers receive from ANDRITZ AG only such personal data as is necessary for the performance of the commissioned service and process the data exclusively in accordance with the instructions of ANDRITZ AG. Where legally necessary, ANDRITZ AG has concluded a **data protection agreement** with these service providers.



If a shareholder attends the Annual General Meeting, all shareholders present or their representatives, the members of the Executive Board and Supervisory Board, the notary public ( ) and all other persons with a legal right to attend may inspect the legally required **list of participants** (Section 117 of the Austrian Stock Corporation Act (AktG)) and thus also view the personal data contained therein (including name, place of residence, shareholding ratio). ANDRITZ AG is also legally obliged to submit personal shareholder data (in particular the list of participants) to **the commercial register** as part of the notarial minutes (§ 120 AktG).

Shareholder data will be anonymized or deleted as soon as it is no longer necessary for the purposes for which it was collected or processed, unless other legal obligations require further storage.

**Documentation and retention obligations** arise in particular from corporate, stock, and takeover law, tax and fiscal law, and money laundering regulations. If legal claims are brought by shareholders against ANDRITZ AG or, conversely, by ANDRITZ AG against shareholders, the storage of personal data serves to **clarify and enforce claims** in individual cases. In connection with civil court proceedings, this may lead to data being stored for the duration of the limitation period plus the duration of the court proceedings until their final conclusion.

Every shareholder has the **right to access, rectify, restrict, object to, and erase** the processing of personal data at any time, as well as the **right to data portability** in accordance with Chapter III of the GDPR. Shareholders can exercise these rights free of charge vis-à-vis ANDRITZ AG by sending an email to [investors@andritz.com](mailto:investors@andritz.com).

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

Further information on data protection can be found in the privacy policy on the ANDRITZ AG website at [andritz.com](http://andritz.com).

## VI. ADDITIONAL INFORMATION AND NOTES

### **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 and is divided into 104,000,000 no-par value bearer shares. Each share grants one vote.

At the time of convening the Annual General Meeting, the company holds 5,861,016 treasury shares. These do not entitle the company to any rights, including voting rights. Any changes in the number of treasury shares held by the time of the Annual General Meeting will be announced at the meeting. There are no multiple classes of shares.

Graz, February 2026  
The Executive Board