



# ANDRITZ AG: Planned sale of treasury shares within the framework of the 2020 share option plan

Graz, April 27, 2023

In the 113th Annual General Meeting of ANDRITZ AG ("**ANDRITZ**") on 7 July 2020, the ANDRITZ Share Option Plan 2020 ("**SOP**") was approved. Under the SOP, a total of 909,000 share options were issued to the members of the Executive Board, senior managers, and individual junior managers of the ANDRITZ GROUP. All SOP exercise criteria have been fulfilled.

From 1 May 2023 up to and including 30 April 2027 ("**Exercise Window**"), all share options issued under the SOP can be exercised by the beneficiaries on a staggered basis. The exercise price is EUR 31.20.

To service the SOP, the Executive Board has decided to sell up to 909,000 of treasury shares, depending on the receipt of effective exercise declarations from the beneficiaries in the respective Exercise Window and their actual number. If the SOP beneficiary chooses the physical delivery of shares, these shares will be sold to the SOP beneficiary concurrently against payment of EUR 31.20 per share.

If the SOP beneficiary chooses the cash settlement alternative, the treasury shares concerned will be sold over the stock exchange and the difference between the average selling price of the shares and EUR 31.20 will be transferred to the SOP beneficiary, taking into account any necessary tax deductions.

The following information on the planned sale of own shares is published in accordance with § 5 para 2 of the Publication Ordinance 2018:

Sale of treasury shares:

- 1 **Day of the authorisation resolution of the general meeting pursuant to § 65 para 1 no. 8 Stock Corporation Act (AktG):** The sale of treasury shares over the stock exchange as well as the sale to the group of persons specified in § 65 para 1 no. 4 AktG does not require an authorisation by the general meeting.
- 2 **Commencement and expected duration of the sale:** 4 May 2023 (inclusive) until 5 May 2027 (inclusive).
- 3 **Share class:** bearer shares (ISIN AT0000730007)



- 4 **Intended volume of the sale:** up to 909,000 own shares of ANDRITZ AG (up to approximately 0.874% of the share capital of ANDRITZ AG), depending on the receipt of effective exercise declarations in the respective Exercise Window
- 5 **Highest and lowest consideration per share:** In the event of physical delivery of the shares under the ANDRITZ SOP 2020 to beneficiaries: EUR 31.20. In the event of sale via the stock exchange, the shares will be sold at the respective stock exchange price.
- 6 **Type of sale:** On the stock exchange and off-market.
- 7 **Purpose of the sale:** servicing the claims of beneficiaries under the ANDRITZ SOP 2020.
- 8 **Number of share options granted:** In aggregate 909,000. Thereof, 721,500 are attributable to employees and senior employees as well as 187,500 to (former) members of the Executive Board as follows: Wolfgang Leitner: 37,500, Joachim Schönbeck: 37,500, Humbert Köfler: 37,500, Norbert Nettesheim: 37,500, Wolfgang Semper: 37,500.
- 9 **Effects of the sale on the listing of the shares:** Not applicable.

Note pursuant to § 5 para 4 of the Publication Ordinance 2018: The details of transactions carried out to be published pursuant to § 7 of the Publication Ordinance 2018 and any changes to be published pursuant to § 6 of the Publication Ordinance 2018 will be published on the website of ANDRITZ AG ([www.andritz.com/group-en/investors/share/sale-and-buy-back-of-shares](http://www.andritz.com/group-en/investors/share/sale-and-buy-back-of-shares)).

**Disclaimer:**

*This announcement is a mandatory announcement pursuant to § 65 para 1a Stock Corporation Act, § 119 para 9 Stock Exchange Act 2018 in connection with § 5 Publication Ordinance 2018.*

*This announcement does not constitute an offer to sell or a solicitation of an offer to buy the shares referred to herein in any jurisdiction, including the United States of America, Australia, Canada or Japan. This communication has been prepared solely for the purpose of complying with mandatory legal requirements. The information contained herein may not be distributed in any jurisdiction where such distribution is not authorised and all recipients are requested to inform themselves about and to observe any such restrictions.*

*Any sale by ANDRITZ AG of the shares referred to herein will only be effected in accordance with all applicable corporate and securities laws, including the expiry of the statutory period for the exclusion of the purchase right of existing shareholders and the obtaining of the necessary approvals under corporate law.*

*In the event of the consummation of any transaction, the shares referred to herein will only be offered or sold by taking advantage of exemptions from the prospectus and registration requirements in all jurisdictions, including the European Union and the United States of America.*