

March 30, 1994

To the Stockholders of Albany International Corp.:

You are cordially invited to attend the 1994 Annual Meeting of Stockholders of Albany International Corp. which will be held at the Company's headquarters, 1373 Broadway, Albany, New York at 10:00 a.m. on Thursday, May 12, 1994. Please join us prior to the Annual Meeting to meet the Directors at 9:30 a.m. in the meeting room. Refreshments will be served.

Following the Annual Meeting, at approximately 10:30 a.m., we will conduct a tour of our corporate headquarters and the Albany Mount Vernon Dryer Fabrics plant which will last about one hour.

If you plan to attend the meeting and the plant tour, please so indicate on the enclosed reply card so that we can make the necessary arrangements. The reply card and your completed proxy should be mailed separately. (An addressed, postage-prepaid envelope is enclosed for your return of the proxy.)

Information about the meeting, including a description of the various matters on which the stockholders will act, will be found in the formal Notice of Annual Meeting and in the Proxy Statement which is attached. The Annual Report for the fiscal year ended December 31, 1993 is being mailed to you with these materials.

Sincerely yours,

J. SPENCER STANDISH  
CHAIRMAN OF THE BOARD

FRANCIS L. MCKONE  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

ALBANY INTERNATIONAL CORP.  
1373 BROADWAY, ALBANY, NEW YORK  
MAILING ADDRESS: P. O. BOX 1907, ALBANY, NEW YORK 12201

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MAY 12, 1994

The Annual Meeting of Stockholders of Albany International Corp. will be held at the Company's headquarters, 1373 Broadway, Albany, New York, on Thursday, May 12, 1994, at 10:00 a.m., Eastern Time, for the following purposes:

1. To elect eight Directors to serve until the next Annual Meeting of Stockholders and until their successors have been elected and qualified.

2. To consider and take action on a proposal to elect Coopers & Lybrand as auditors for the Company for 1994.

3. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Only stockholders of record at the close of business on March 14, 1994 will be entitled to vote at the Annual Meeting of Stockholders or any adjournment or adjournments thereof.

Whether or not you plan to be present at the Annual Meeting, PLEASE SIGN, DATE AND RETURN PROMPTLY THE ENCLOSED PROXY to ensure that your shares are voted. A return envelope, which requires no postage if mailed in the United States, is enclosed for your convenience.

CHARLES B. BUCHANAN  
SECRETARY

March 30, 1994

## PROXY STATEMENT

This proxy statement is furnished in connection with the solicitation by the Board of Directors of Albany International Corp. ("the Company"), 1373 Broadway, Albany, New York (P.O. Box 1907, Albany, New York 12201), of proxies in the accompanying form for use at the Annual Meeting of Stockholders to be held on May 12, 1994 and at any adjournment or adjournments thereof. Each properly executed proxy in such form received prior to the Annual Meeting will be voted with respect to all shares represented thereby and will be voted in accordance with the specifications, if any, made thereon. If no specification is made, the shares will be voted in accordance with the recommendations of the Board of Directors. If a stockholder is a participant in the Company's Dividend Reinvestment Plan, the Albany International Prosperity Plus 401(k) Plan or the Albany International Prosperity Plus ESOP, a properly executed proxy will also serve as voting instructions with respect to shares in the stockholder's account in such plans. A proxy may be revoked at any time prior to the voting thereof. This proxy statement and the accompanying form of proxy are first being mailed to stockholders of the Company on or about March 30, 1994.

The only persons entitled to vote at the Annual Meeting and any adjournment or adjournments thereof are (1) holders of record at the close of business on March 14, 1994 of the 24,249,169 shares of the Company's Class A Common Stock outstanding on such date and (2) holders of record at the close of business on March 14, 1994 of the 5,655,251 shares of the Company's Class B Common Stock outstanding on such date. Each share of Class A Common Stock is entitled to one vote on each matter to be voted upon. Each share of Class B Common Stock is entitled to ten votes on each matter to be voted upon.

Under the by-laws of the Company, the presence, in person or by proxy, of shares having a majority of the total number of votes entitled to be cast at the meeting is necessary to constitute a quorum. Under Delaware law, if a quorum is present, a plurality of the votes entitled to be cast at the meeting by the shares present in person or by proxy is required for the election of directors and a majority of the votes entitled to be cast at the meeting by the shares present in person or by proxy is required for the election of the auditors. Shares present at the meeting in person or by proxy and entitled to vote which abstain or fail to vote on any matter will be counted as present and entitled to vote but such abstention or failure to vote will not be counted as an affirmative or negative vote. Broker non-votes will be treated as shares present at the meeting which are entitled to vote but which fail to do so. In the case of the election of auditors, an abstention or failure to vote will have the same effect as a negative vote, whether or not this effect is intended.

## ELECTION OF DIRECTORS

Eight members of the Board of Directors will be elected to serve until the next Annual Meeting of Stockholders and until their successors are elected and qualified. Unless otherwise specified on the proxy, the shares represented by a proxy in the accompanying form will be voted for the election of the eight nominees listed below, all of whom are presently serving as directors. If any nominee should be unavailable to serve, which event is not anticipated, the shares will be voted for a substitute nominee proposed by the Board of Directors, unless the Board reduces the number of Directors.

[PHOTO] J. SPENCER STANDISH joined the Company in 1952. He has been a Director of the Company since 1958. He has served as Chairman of the Board since 1984, Vice Chairman from 1976 to 1984, Executive Vice President from 1974 to 1976 and Vice President from 1972 to 1974. He is a Director of Berkshire Life Insurance Company. He is President of the State University at Albany Foundation, a Trustee of Siena College and the Albany Academy, and a director of the United Way of Northeastern N.Y., the Capital Region Technology Development Council, and the Center for Economic Growth. Age 68.

[PHOTO] FRANCIS L. MCKONE joined the Company in 1964. He has been a Director of the Company since 1983. He has served as Chief Executive Officer since 1993, President since 1984, Executive Vice President from 1983 to 1984, Group Vice President-Paper Making Products Group from 1979 to 1983, and prior to 1979 as Vice President of the Company and Division President-Paper Making Products, U.S. He is a member of the Paper Industry Management Association, the Technical Association of the Pulp and Paper Industry, the Canadian Pulp and Paper Association and the Board of Overseers of Rensselaer Polytechnic Institute School of Management. Age 59.

[PHOTO] THOMAS R. BEECHER, JR. has been a Director of the Company since 1969. He has been President of Beecher Securities Corporation, venture capital investments, since 1979. He is Chairman of the Board of Rand Capital Corporation and a Director of Fleet Bank of New York, Fleet Trust Company and Beecher Securities Corporation. He is a Regent Emeritus of Canisius College, a Trustee of the LeBrun Foundation and Chairman of the Board of General Care Corporation. Age 59.

[PHOTO] CHARLES B. BUCHANAN joined the Company in 1957. He has served the Company as a Director since 1969, Vice President and Secretary since 1980, and as Vice President and Assistant to the President from 1976 to 1980. He is a Director of Fox Valley Corporation and of CMP Industries, Inc. and a Trustee of Skidmore College, Albany Medical Center and the Albany School and Business Alliance. Age 62.

[PHOTO] PAUL BANCROFT III has been a Director of the Company since 1983. He is an independent venture capitalist. He was President and Chief Executive Officer of Bessemer Securities Corporation, a private investment company, from 1976 through January 1988, and a consultant to that corporation from January 1988 until January 1992. He is also a director of Litton Industries, Inc., Measurex Corporation, Scudder Development Fund, Scudder Equity Trust, Scudder International Fund, Scudder Global Fund, Scudder New Asia Fund, Inc. and Scudder New Europe Fund. Age 64.

[PHOTO] ALLAN STENSHAMN has been a Director of the Company since 1983. Since 1976 he has been a partner in the law firm Lagerlof & Leman (previously Advokatfirman Lagerlof) in Stockholm, Sweden, which, among other activities, provides legal services to Swedish subsidiaries of the Company. He is the Chairman of the Board and a director of six Swedish subsidiaries of the Company: Albany Nordiskafilt AB; Nordiskafilt AB; Nordiska Maskinfilt AB; Nomafa AB; Albany Wallbergs AB; and Dewa Consulting AB. In addition, he holds directorships in 14 Swedish subsidiaries of U.S. companies, including CPC International, Inc., Coca-Cola Company, General Electric Capital Corporation, Mars Inc., Merck & Co., NCR Corp., Texas Instruments, Inc., and Philip Morris Inc. Age 60.

[PHOTO] STANLEY I. LANDGRAF has been a Director of the Company since 1987. He served as Chief Executive Officer of Mohasco Corporation, a manufacturer of interior furnishings, from 1978 to 1983 and as Chairman of the Board from 1980 until his retirement in 1985. He served as Acting President of Rensselaer Polytechnic Institute from 1987 to 1988. He is a Director of Elenel Corp. and Mechanical Technology, Inc., a Trustee of Victory Funds (mutual funds), a Trustee of Rensselaer Polytechnic Institute and Vice Chairman of Technology, Center for Economic Growth. Age 68.

[PHOTO] BARBARA P. WRIGHT has been a Director of the Company since 1989. Since 1985 she has been a partner in the law firm of Finch, Montgomery & Wright, which is located in Palo Alto, California. She is a Director of Castilleja School and Uncle Henry's Fantastic Toy Factory, and Secretary of several nonprofit charitable organizations, including The David and Lucile Packard Foundation and The Monterey Bay Aquarium Foundation. Age 47.

SHARE OWNERSHIP

As of March 14, 1994, shares of capital stock of the Company were beneficially owned by each of the directors, the named officers and all directors and officers as a group, as follows:

	SHARES OF CLASS A COMMON STOCK BENEFICIALLY OWNED (A)	PERCENT OF OUTSTANDING CLASS A COMMON STOCK	SHARES OF CLASS B COMMON STOCK BENEFICIALLY OWNED	PERCENT OF OUTSTANDING CLASS B COMMON STOCK
	-----	-----	-----	-----
J. Spencer Standish.....	5,112,860(b)	17.41%	4,854,860(c)	85.85%
Francis L. McKone.....	335,200(d)	1.37%	1,000(e)	(f)
Thomas R. Beecher, Jr.....	470,600(g)	1.90%	470,400(h)	8.32%
Charles B. Buchanan.....	170,304(i)	(f)	--	--
Paul Bancroft III.....	4,800	(f)	--	--
Allan Stenshamn.....	2,000	(f)	--	--
Stanley I. Landgraf.....	9,000	(f)	--	--
Barbara P. Wright.....	57,895(j)	(f)	--	--
Michael C. Nahl.....	206,250(k)	(f)	1,000	(f)
Frank R. Schmeler.....	117,040(l)	(f)	--	--
Manfred F. Kincaid.....	168,320(m)	(f)	--	--
All officers and directors as a group (18 persons including those named above).....	6,835,996	22.34%	5,345,324	94.52%

- (a) Since shares of Class B Common Stock are convertible at any time into shares of Class A Common Stock on a one-for-one basis, they are reflected in the above table both as Class B shares beneficially owned and as Class A shares beneficially owned.
- (b) Includes (i) 258,000 shares issuable upon exercise of options exercisable currently or within 60 days and (ii) 4,854,860 shares issuable upon conversion of an equal number of shares of Class B Common Stock. The nature of Mr. Standish's beneficial ownership of the Class B Shares is described in note (c) below.
- (c) Includes (i) 3,200,000 shares held by J. S. Standish Company, a corporation of which he is a director and as to which he holds the power to elect all of the directors and (ii) 1,654,860 shares held by three trusts as to each of which he has sole voting and investment power. Does not include 126,000 shares of Class B Common Stock owned outright by his son, John C. Standish, or 126,000 shares of Class B Common Stock owned outright by his daughter, Christine L. Standish, as to which shares J. Spencer Standish disclaims beneficial ownership.
- (d) Includes (i) 76,200 shares owned outright, (ii) 258,000 shares issuable upon exercise of options exercisable currently or within 60 days and (iii) 1,000 shares issuable upon conversion of an equal number of shares of Class B Common Stock. Does not include 10,000 shares owned outright by his spouse, as to which shares he disclaims beneficial ownership.
- (e) Includes 1,000 shares owned outright. Does not include 3,200,000 shares held by J. S. Standish Company, of which he is a director.
- (f) Ownership is less than 1%.
- (g) Includes (i) 200 shares owned outright and (ii) 470,400 shares issuable upon conversion of an equal number of shares of Class B Common Stock. The nature of Mr. Beecher's ownership of Class B shares is described in note (h) below. Does not include 100 shares owned by his spouse or 100 shares owned by an adult daughter, as to which shares he disclaims beneficial ownership.
- (h) Includes (i) 235,200 shares held by a trust for the sole benefit of John C. Standish (son of J. Spencer Standish) and (ii) 235,200 shares held by a trust for the sole benefit of Christine L.

Standish (daughter of J. Spencer Standish). Mr. Beecher is the sole trustee of such trusts with sole voting and investment power. Does not include 3,200,000 shares held by J. S. Standish Company, of which he is a director.

- (i) Includes (i) 140,496 shares owned outright, (ii) 12,000 shares issuable upon exercise of options exercisable currently or within 60 days and (iii) 17,808 shares held by a trust of which he is the sole trustee with sole voting and investment power and of which his wife is a beneficiary. Does not include 15,000 shares held by a trust of which Mr. Buchanan is a beneficiary. Mr. Buchanan has no voting or dispositive power as to such trust and disclaims beneficial ownership of such shares. Also does not include 21,240 shares owned outright by his spouse, as to which shares he disclaims beneficial ownership.
- (j) Includes (i) 57,895 shares owned outright as community property with her spouse. Does not include (i) 1,000 shares held in an individual retirement account for the benefit of her spouse (Mrs. Wright disclaims beneficial ownership of these shares), (ii) 753,904 shares held in various trusts of which she is a beneficiary but in regard to which she has no voting or investment power or (iii) 200 shares held by a trust for the benefit of her son, as to which shares she has no voting or investment power and disclaims beneficial ownership.
- (k) Includes (i) 250 shares owned outright, (ii) 205,000 shares issuable upon exercise of options exercisable currently or within 60 days and (iii) 1,000 shares issuable upon conversion of an equal number of shares of Class B Common Stock.
- (l) Includes (i) 33,040 shares owned outright and (ii) 84,000 shares issuable upon exercise of options exercisable currently or within 60 days.
- (m) Includes (i) 40,320 shares owned outright and (ii) 129,000 shares issuable upon exercise of options exercisable currently or within 60 days.

Each of the individuals and the group named in the preceding table has sole voting and investment power over shares listed as beneficially owned, except as indicated.

The following persons have informed the Company that they are the "beneficial owners" (as defined by the rules of the Securities and Exchange Commission) of more than five percent of the Company's outstanding shares of Class A Common Stock:

NAME(S) (A)	SHARES OF COMPANY'S CLASS A COMMON STOCK BENEFICIALLY OWNED	PERCENT OF OUTSTANDING CLASS A COMMON STOCK
Bruce B. Purdy.....	1,813,090(b)	7.48%
J. Spencer Standish.....	5,112,860(c)	17.41%
J. S. Standish Company (d).....	3,200,000(e)	11.66%
T. Rowe Price Associates.....	1,869,500(f)	7.71%
Marshall & Ilsley Corporation.....	1,268,888(g)	5.23%

(a) Addresses of the beneficial owners listed in the above table are as follows: Bruce B. Purdy, P.O. Box 7818, Incline Village, Nevada 89450; J. Spencer Standish, c/o Albany International Corp., P.O. Box 1907, Albany, New York 12201; J. S. Standish Company, c/o J. Spencer Standish, Albany International Corp., P.O. Box 1907, Albany, New York 12201; T. Rowe Price Associates, Inc., 100 East Pratt Street, Baltimore, Maryland 21202; and Marshall & Ilsley Corporation, 770 N. Water Street, Milwaukee, Wisconsin 53202.

(b) Includes (i) 902 shares held by a trust of which Mr. Purdy is sole trustee and as to which he holds sole voting and investment power, (ii) 1,616,892 shares held by four separate trusts as to each of which Mr. Purdy is co-trustee sharing voting and investment power, and (iii) 195,296 shares held by two trusts as to each of which Barbara G. Purdy, his wife, is co-trustee sharing voting and investment power (Mr. Purdy disclaims beneficial ownership of such shares).

- (c) The nature of Mr. Standish's ownership of these shares is described in note (b) on page 6 of this proxy statement.
- (d) J. S. Standish Company is a corporation as to which J. Spencer Standish holds the power to elect all of the directors. Current directors of J. S. Standish Company include J. Spencer Standish, John C. Standish (son of J. Spencer Standish), Christine L. Standish (daughter of J. Spencer Standish), Thomas R. Beecher, Jr. (a director of the Company) and Francis L. McKone (President and a director of the Company).
- (e) Includes 3,200,000 shares issuable on conversion of an equal number of shares of Class B Common Stock.
- (f) These shares are owned by various individual and institutional investors to which T. Rowe Price Associates, Inc. serves as investment adviser with power to direct investments and/or power to vote. For purposes of the reporting requirements of the Securities Exchange Act of 1934, T. Rowe Price Associates is deemed to be a beneficial owner of these shares; however, T. Rowe Price Associates expressly disclaims that it is, in fact, the beneficial owner of the shares.
- (g) These shares are held by trusts of which Marshall & Ilsley Trust Company, Marshall & Ilsley Trust Company of Florida or M & I Marshall & Ilsley Trust Company of Arizona (each of which is a subsidiary of Marshall & Ilsley Corporation) is a fiduciary. Such subsidiaries have sole power to vote or direct the vote of 442,248 of such shares, shared power to vote or direct the vote of 826,640 of such shares and shared power to dispose or direct the disposition of 1,267,388 of such shares.

The following persons have informed the Company that they are the "beneficial owners" of more than five percent of the Company's outstanding shares of Class B Common Stock:

NAME(S)(A)	SHARES OF COMPANY'S CLASS B COMMON STOCK BENEFICIALLY OWNED	PERCENT OF OUTSTANDING CLASS B COMMON STOCK
J. Spencer Standish.....	4,854,860(b)	85.85%
J. S. Standish Company(c).....	3,200,000	56.58%
Thomas R. Beecher, Jr.....	470,400(d)	8.32%

- (a) Addresses of the beneficial owners listed in the above table are as follows: J. Spencer Standish, c/o Albany International Corp., P.O. Box 1907, Albany, New York 12201; J. S. Standish Company, c/o J. Spencer Standish, Albany International Corp., P.O. Box 1907, Albany, New York 12201; Thomas R. Beecher, Jr., c/o Beecher Securities Corporation, 200 Theater Place, Buffalo, New York 14202.
- (b) The nature of Mr. Standish's ownership of these shares is described in note (c) on page 6 of this proxy statement.
- (c) See note (d) above.
- (d) The nature of Mr. Beecher's ownership of these shares is described in note (h) on page 6 of this proxy statement.

VOTING POWER OF MR. STANDISH

J. Spencer Standish, related persons and Thomas R. Beecher, Jr., as sole trustee of trusts for the benefit of children of J. Spencer Standish, now hold in the aggregate shares entitling them to cast approximately 69% of the combined votes entitled to be cast by all stockholders of the Company. Accordingly, if J. Spencer Standish, related persons and Thomas R. Beecher, Jr., as such trustee, cast votes as expected, election of the director nominees listed above and election of Coopers & Lybrand as the Company's auditors will be assured.

## EXECUTIVE COMPENSATION

## SUMMARY COMPENSATION TABLE

The following table sets forth information regarding compensation of the Company's Chief Executive Officer and each of the Company's four other most highly compensated executive officers (together hereinafter referred to as "the Named Officers"), based on salary and bonuses earned during 1993.

NAME AND PRINCIPAL POSITION	FISCAL YEAR	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
		SALARY	BONUS (1)	OTHER ANNUAL COMPENSATION (2)	RESTRICTED STOCK AWARDS	STOCK OPTIONS	ALL OTHER COMPENSATION
J. Spencer Standish, Chairman of the Board	1993	\$ 372,900	\$ 175,000	--	--	40,000	\$ 32,564(3)
	1992	351,800	--	--	--	--	21,440(3)
	1991	335,920	100,500	--	--	--	--
Francis L. McKone, President and Chief Executive Officer	1993	\$ 399,100	\$ 210,000	--	--	80,000	\$ 44,096(3)
	1992	351,800	--	--	--	--	20,230(3)
	1991	335,920	100,500	--	--	--	--
Michael C. Nahl, Senior Vice President and Chief Financial Officer	1993	\$ 278,500	\$ 120,000	--	--	50,000	\$ 16,627(3)
	1992	240,200	--	--	--	--	10,948(3)
	1991	223,750	55,000	--	--	--	--
Frank R. Schmeler, Senior Vice President	1993	\$ 250,250	\$ 105,000	--	--	40,000	\$ 28,243(4)
	1992	208,000	--	--	--	--	3,436(3)
	1991	181,950	66,800	--	--	--	--
Manfred F. Kincaid, Senior Vice President	1993	\$ 245,250	\$ 105,000	--	--	40,000	\$ 18,367(3)
	1992	216,500	--	--	--	--	12,093(3)
	1991	207,250	50,900	--	--	--	--

- (1) Reflects bonus earned during the fiscal year which was paid during the next fiscal year.
- (2) While the Named Officers enjoy certain perquisites, for 1992 and 1993 such perquisites did not exceed the lesser of \$50,000 or 10% of the salary and bonus of any of the Named Officers. Information for years prior to 1992 is not required to be disclosed.
- (3) Above-market interest credited, but not paid or payable, to the Named Officer during the fiscal year.
- (4) Includes \$5,218 above-market interest credited, but not paid or payable, to the Named Officer during the fiscal year and an international assignment premium of \$23,025.

OPTION/SAR GRANTS IN LAST FISCAL YEAR

INDIVIDUAL GRANTS(1)

(A) NAME	(B) NUMBER OF SECURITIES UNDERLYING OPTIONS/ SARS GRANTED (#)	(C) % OF TOTAL OPTIONS/ SARS GRANTED TO EMPLOYEES IN FISCAL YEAR	(D) EXERCISE OR BASE PRICE (\$/SH)	(E) EXPIRATION DATE	(F) GRANT DATE PRESENT VALUE \$ (3)
J. Spencer Standish.....	40,000	10.5%	\$ 15.00	2/9/03	\$ 225,933
Francis L. McKone.....	40,000	10.5%	\$ 15.00	2/9/03	\$ 225,933
	40,000	10.5%	\$ 16.25	5/28/13(2)	\$ 290,250
Michael C. Nahl.....	25,000	6.6%	\$ 15.00	2/9/03	\$ 141,208
	25,000	6.6%	\$ 16.25	5/28/13(2)	\$ 181,406
Frank R. Schmeler.....	20,000	5.3%	\$ 15.00	2/9/03	\$ 112,967
	20,000	5.3%	\$ 16.25	5/28/13(2)	\$ 145,125
Manfred M. Kincaid.....	20,000	5.3%	\$ 15.00	2/9/03	\$ 112,967
	20,000	5.3%	\$ 16.25	5/28/13(2)	\$ 145,125

- (1) None of the grants referred to in the table included stock appreciation rights. Each stock option granted becomes exercisable as to 20% of the shares on each of the first five anniversaries of the date of grant but only if the optionee is then employed by the Company or a subsidiary. In the event of a voluntary termination of the optionee's employment, the option terminates as to all shares as to which it is not then exercisable. The exercise price for each option granted is the fair market value of a share of Class A Common Stock on the date of grant.
- (2) The Stock Option Committee may, at any time, accelerate the expiration date to a date not less than ten years from the date of grant.
- (3) Calculated using the Black-Scholes method which includes the following assumptions: expected volatility factor of 31.2% based upon 1989-93 weekly common stock price variation of high, low and closing prices; risk-free (ten-year and twenty-year U.S. Treasury Bond) interest rates of 5.5% and 6.0% respectively for the ten-year and twenty-year options both converted to their continuous 365-day yields of 5.354% and 5.827%, respectively; and dividend yields at the date of grant for each option of 2.33% for options expiring 2/9/03 and 2.15% for options expiring 5/28/13. No adjustments were made for certain factors which are generally recognized to reduce the value of option contracts: i.e. that the option grants are non-transferable; the options step-vest at 20% each year after the date of grant and, therefore, are not fully exercisable for five years; and there exists a risk of forfeiture of the non-vested portion of an option if employment is terminated.

OPTION/SAR EXERCISES DURING 1993 AND YEAR-END VALUES

No stock options or stock appreciation rights were exercised by any of the Named Officers during 1993. The following table sets forth information with respect to the Named Officers concerning the numbers and value of stock options outstanding at December 31, 1993. No stock appreciation rights were outstanding at that date.

NAME	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS AT DECEMBER 31, 1993 (#)		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT DECEMBER 31, 1993 (\$)	
	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
J. Spencer Standish.....	250,000	40,000	\$ 906,250	\$ 165,000
Francis L. McKone.....	250,000	80,000	906,250	280,000
Michael C. Nahl.....	200,000	50,000	725,000	175,000
Frank R. Schmeler.....	60,000	80,000	142,500	235,000
Manfred F. Kincaid.....	125,000	40,000	453,125	140,000

(1) Represents the difference between the closing price of the Company's Class A Common Stock on December 31, 1993 and the exercise price of the options.

PENSION PLAN TABLE

The following table shows, as of December 31, 1993, amounts payable (on a straight life annuity basis) at age 65 under the Pension Plan. The amounts shown are without regard to the impact of the limits proposed by Section 415 of the Internal Revenue Code.

CREDITED EARNINGS (1)	ANNUAL BENEFITS UPON RETIREMENT WITH YEARS OF SERVICE INDICATED				
	15 YEARS	20 YEARS	25 YEARS	30 YEARS	35 YEARS
\$ 125,000	\$ 26,500	\$ 35,000	\$ 44,000	\$ 53,000	\$ 54,500
150,000	32,000	43,000	53,500	64,000	66,000
175,000	37,500	50,500	63,000	75,500	77,500
200,000	43,500	58,000	72,000	86,500	89,000
225,000	49,000	65,500	81,500	98,000	100,500
250,000	54,500	73,000	91,000	109,000	112,500
300,000	66,000	88,000	109,500	131,500	135,500
400,000	88,500	118,000	147,000	176,500	181,500
450,000	99,500	133,000	166,000	199,000	205,000
500,000	111,000	148,000	185,000	221,500	228,000

(1) The Company's Pension Plus Plan, applicable to all salaried and most hourly employees in the United States, provides generally that an employee who retires at his normal retirement age (age 65) will receive an annual pension equal to (a) 1% of his average annual base compensation for the three most highly compensated consecutive calendar years in his last ten years of employment times his years of service (up to 30) plus (b) .5% of the amount by which such average annual base compensation exceeds a Social Security offset (\$22,454 in 1993, increasing thereafter in proportion to the increase in the Social Security Taxable Wage Base) times his years of service (up to 30) plus (c) .25% of such average annual base compensation times his years of service in excess of 30.

In the case of the Named Officers, base compensation for purposes of the Pension Plan is the amount shown as "Salary" in the Summary Compensation Table. The number of credited years of service under the Plan, for each of the Named Officers are as follows: 42 years for J. Spencer Standish; 30 years for Francis L. McKone; 13 years for Michael C. Nahl; 30 years for Frank R. Schmeler and 34 years for Manfred F. Kincaid.

Federal laws place certain limitations on pensions that may be paid under federal income tax qualified plans. Pension amounts under the Pension Plan that exceed such limitations are treated as an operating expense. The Company has adopted an unfunded benefit equalization plan designed to replace any plan benefits to which a participant would otherwise be entitled except for these limitations. All employees -- including executive officers -- to whom such limitations become applicable are eligible for benefits under the unfunded benefit equalization plan.

#### COMPENSATION AND STOCK OPTION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

Decisions with respect to compensation of executive officers for 1993, other than stock options, were made by the Compensation Committee of the Board of Directors, composed of Messrs. Beecher, Landgraf, Standish and Stenshamm. Decisions with respect to stock options granted in 1993 were made by the Stock Option Committee of the Board of Directors, composed of Messrs. Beecher, Landgraf and Stenshamm. As Chairman of the Board, Mr. Standish is an employee of the Company. Messrs. Beecher, Landgraf and Stenshamm are not employees. Effective March 1, 1994, the Board of Directors combined the Compensation and Stock Option Committees into a single committee designated as the Compensation and Stock Option Committee with a membership consisting of Messrs. Standish, Beecher, Landgraf and Stenshamm.

The Compensation and Stock Option Committee ("the Committee") has provided the following report:

##### COMPENSATION OF THE EXECUTIVE OFFICERS

The Committee seeks to compensate the executive officers of the Company at levels, and in a manner, which will

(a) enable the Company to attract and retain talented, well-qualified, experienced and highly-motivated individuals whose performance will substantially enhance the Company's performance; and

(b) closely align the interests of each executive officer with the interests of the Company's stockholders.

These objectives are pursued through a base salary, annual cash bonuses and stock options.

Total cash compensation of executive officers -- base salary plus annual cash bonus -- is intended to be competitive with companies with which the Company competes for executive talent. The Committee believes that such competitors are not limited to companies in the same industry and that comparisons should be made to the compensation practices of a cross-section of U.S. industrial companies of comparable size. Accordingly, the Company periodically retains the services of professional compensation consultants to compare the compensation of its executive officers with such a cross-section. Consultants were most recently retained for this purpose in 1992. In addition, the Committee reviews such published surveys and other materials regarding compensation as are provided from time to time by the Company's Human Resources department, as well as published information with respect to the companies included in the peer group selected for the performance graph on page 15 of this proxy statement.

In general, the Committee sought to achieve total cash compensation for each executive officer for 1993 which would place it at the median of compensation paid by U.S. industrial companies of comparable size to executives with comparable talents, qualifications, experience and responsibilities. Where positions of a comparable nature could not be identified in comparable companies, total cash compensation was established by reference to other positions within the Company for which comparisons could be identified. The Committee also made such adjustments as it deemed appropriate to reflect the past and anticipated performance of the individual executive officer, to take into account various subjective criteria such as leadership ability, dedication and initiative, and to achieve internal equity in compensation.

Base salaries of executive officers -- including the Named Officers -- are established as a percentage of targeted total cash compensation for each officer, the percentage ranging from 66 2/3% in the case of the Chief Executive Officer to approximately 77% in the case of other executive officers. Base salaries are not based on corporate or business unit performance. Annual cash bonuses, on the other hand, are focused on overall corporate performance, performance of the individual executive officer's business unit and any exceptional performance by the individual executive officer in the relevant fiscal year. A cash bonus sufficient to bring total cash compensation to the targeted level is paid only if the Committee determines that performance targets which it considers appropriate for the particular fiscal year have been met. Lesser bonuses will be paid if targets are not met and larger bonuses, not exceeding 100% of base salary, will be paid if performance exceeds targets.

Salaries of executive officers are customarily adjusted in April of each year. In September 1992 and January 1993, special increases were granted to certain of the executive officers, including each of the Named Officers, as a result of the report of the professional compensation consultants retained in 1992, which indicated that such increases were necessary to bring the compensation of such officers to the median of compensation paid to comparable executives by U.S. industrial companies of comparable size. In April the salaries of all executive officers were increased by approximately 3% to reflect the reported rate of increases by comparable companies. At that time Mr. McKone received a further salary increase to reflect his designation in 1993 as Chief Executive Officer.

In recent years the Committee has not announced specific targets to be utilized in determining cash bonuses for a particular year. Instead, it has indicated that, while it would reference such traditional performance measures as operating income, share of market, and management of inventories and accounts receivable, the Committee intended to exercise complete discretion, after the close of the fiscal year, in determining to what extent cash bonuses were earned and reserved the right to employ both objective and subjective criteria.

Following the close of 1993, the Committee reviewed overall corporate and individual business unit performance, together with management reports regarding individual performance. The Committee determined that each of the executive officers should be awarded bonuses for 1993 at least equal to the officer's target bonus level, with bonuses in excess of the target level being granted to particular executive officers for what the Committee considered to be outstanding individual performance. In determining that executive officer bonuses for 1993 should be at least equal to the target bonus level, the Committee took into consideration the substantial year-to-year increases in earnings per share and operating income, the substantial cost reductions achieved during 1993, the successful integration of the Mount Vernon acquisition, the successful disposition of Albany Engineered Systems, an increase in worldwide share of market, successful completion of a share offering, reduction of debt and significant progress in improvement of management information systems. The Committee did not assign relative weights to the factors considered or use arithmetical calculations either in determining that the target bonus level had been reached or in determining whether bonuses in excess of the target level should be granted to particular executive officers.

The Company has two stock option plans, the 1988 Stock Option Plan and the 1992 Stock Option Plan. No stock appreciation rights may be granted under the plans and stock options granted may not be treated as Incentive Stock Options under the Internal Revenue Code. Options granted under the plans are intended as an incentive to officers and other key employees of the Company to encourage them to remain in the employ of the Company by affording them a greater interest in its success. The Committee determines when options become exercisable. Normally, 20% of each grant becomes exercisable each year but only if the optionee is an employee at the time. The exercise price of each option is the market price of the Company's shares on the date of the grant.

The size of the individual stock options granted during 1993 was determined entirely by the discretion of the Committee. The principal factors influencing the size of individual grants in 1993 were position responsibility, compensation level, competitive practices and internal equity. The Committee also considered matters which pertained to the particular individual and which were relevant

to the plans' purpose of encouraging continued employment, including the performance of the individual, the number of options already held by the individual and the extent to which such options had not yet become exercisable. In February 1993, the Committee granted options to the Named Officers (Mr. Standish, 40,000 shares; Mr. McKone, 40,000 shares; Mr. Nahl, 25,000 shares; Mr. Schmeler, 20,000 shares; and Mr. Kincaid, 20,000 shares) as an aid to retaining and motivating these officers in a year in which the Committee had decided not to award them any cash bonuses. In May 1993, the Committee granted additional options to four of the Named Officers (Mr. McKone, 40,000 shares; Mr. Nahl, 25,000 shares; Mr. Schmeler, 20,000 shares; and Mr. Kincaid, 20,000 shares) in recognition of the fact that the options granted to them in 1988 would become fully-exercisable during that month.

At the present time the Committee does not anticipate that Section 162(m) of the Internal Revenue Code will in the ordinary course prevent the Company from deducting executive officer compensation as an expense on its corporate income tax returns. As a result, the Committee has not had to decide whether to qualify, or not to qualify, any particular form of compensation under that section of the Code.

#### COMPENSATION OF CHIEF EXECUTIVE OFFICER

As in the case of the other executive officers, the target total cash compensation of Mr. McKone for 1993 was set at a level believed by the Committee to be reasonably competitive with compensation paid by U.S. industrial companies to executives with comparable talents, qualifications, experience and responsibilities. The Committee also took into account Mr. McKone's many years of outstanding service to the Company. Mr. McKone's salary was increased in September 1992 and January 1993 as a result of the report of the professional compensation consultants retained in 1992 which indicated that such increases were necessary to bring Mr. McKone's compensation to the median of compensation paid by U.S. industrial companies of comparable size to comparable executives. In April 1993, Mr. McKone received the 3% salary adjustment granted to all executive officers and a further adjustment to reflect his designation in 1993 as Chief Executive Officer. In determining to grant Mr. McKone an above-target bonus with respect to 1993, the Committee considered the leadership role played by Mr. McKone as Chief Executive Officer in the progress achieved during 1993, including improved earnings, operating income and share of market, the smooth integration of the Mount Vernon operations with those of the Company, the successful disposition of Albany Engineered Systems and the forging of a strategic alliance with the purchaser, the completion of a large common stock offering and the accomplishment of substantial cost reductions.

Compensation and Stock Option  
Committee  
Thomas R. Beecher, Jr. Chairman  
Stanley I. Landgraf  
J. Spencer Standish  
Allan Stenshamn

#### COMPENSATION AND STOCK OPTION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation and Stock Option Committee is composed of Messrs. Beecher, Landgraf, Standish and Stenshamn. Mr. Standish, as Chairman of the Board, is an officer and employee of the Company. Mr. Stenshamn is an officer (Chairman of the Board) and a director of six Swedish subsidiaries of the Company: Albany Nordiskafilt AB; Nordiskafilt AB; Nordiska Maskinfilt AB; Nomafa AB; Albany Wallbergs AB; and Dewa Consulting AB. Mr. Standish, Mr. McKone and Mr. Beecher are members of the Board of Directors of J. S. Standish Company ("JSSC"). Mr. Standish and Mr. Beecher are also officers of JSSC (President and Secretary, respectively). The Board of Directors of JSSC serves the functions of a compensation committee. The aggregate amount received with respect to all services rendered to JSSC during 1993 was \$2,800 in the case of each of Messrs. Standish and McKone and \$4,000 in the case of Mr. Beecher.

## STOCK PERFORMANCE GRAPH

The following graph compares cumulative total stockholders return on the Company's Class A Common Stock during the five years ended December 31, 1993 with the cumulative total return on the S&P 500 Index and a selected peer group.

[GRAPHIC]

The peer group consists of companies in related industries with approximately equivalent sales volumes. Companies included are: Dixie Yarns, Guilford Mills Inc., Nashua Corporation, and Pope and Talbot Inc. There are no comparable paper machine clothing manufacturers with publicly reported financial statements.

The comparison assumes \$100 was invested on December 31, 1988 in the Company's Class A Common Stock, the S&P 500 Index and the peer group and assumes reinvestment of dividends.

## DIRECTORS' FEES

Directors who are not actively employed by the Company are paid \$16,000 per annum, payable quarterly. In addition, such Directors are paid \$700 for each meeting of the Board or a committee thereof that they attend up to a maximum payment of \$1,400 for any one day (or, in the case of a committee chairman, \$1,700 per day), and are paid \$700 for each day they are engaged in Company business at the request of the Chairman of the Board. Committee chairmen are paid \$1,000 for each committee meeting they attend. Each Director may elect to defer payment of all or any part of the fees payable for services as a Director pursuant to a deferred compensation plan which became effective in 1990. Mr. Stenshamn received, in addition to fees received by him for his services during 1993 as a Director of the Company, total fees of approximately \$4,000 for his services during 1993 as a Director of subsidiaries of the Company.

## COMMITTEES

Among the committees of the Board of Directors are a Compensation Committee, the members of which are Messrs. Beecher, Landgraf, Standish and Stenshamn, and an Audit Committee comprised of Messrs. Bancroft, Landgraf and Stenshamn and Mrs. Wright.

The Compensation Committee met three times in 1993. The Committee recommends the compensation of the officers of the Company, establishes compensation policy for management generally, and makes recommendations to the Board of Directors as to possible changes in certain employee benefits. The Committee also recommends to the Board as to the election of officers. Recommendations of persons for nomination as Directors may be sent to the attention of the Company's Secretary.

The Audit Committee met two times in 1993. The Committee recommends the engagement of auditors and reviews the planning and scope of the audit and the results of the audit. The Committee also reviews the Company's policies and procedures on internal accounting and financial controls. The implementation and maintenance of internal controls is understood to be primarily the responsibility of management.

#### ATTENDANCE

The Board of Directors of the Company met nine times during 1993. Each Director attended 75% or more of the aggregate of the number of meetings of the Board and all committees of the Board on which he or she served.

#### ELECTION OF AUDITORS

The Board of Directors proposes and recommends the election, at the Annual Meeting, of the firm of Coopers & Lybrand as the Company's auditors for the year 1994. This firm of independent certified public accountants has served as the Company's auditors since 1959. Coopers & Lybrand has advised the Company that neither it nor any of its members has any direct or material indirect financial interest in the Company or any of its subsidiaries. A representative of the firm will be present at the meeting, will be given an opportunity to make a statement and will be available to respond to appropriate questions.

#### STOCKHOLDER PROPOSALS

Proposals of stockholders that are intended to be presented at the Company's 1995 Annual Meeting of Stockholders must be received by the Company at its principal executive offices not later than December 1, 1994 in order to be considered for inclusion in the Company's proxy statement and form of proxy.

#### OTHER MATTERS

The Board knows of no other matters to be presented for consideration at the Annual Meeting. Should any other matters properly come before the meeting, the persons named in the accompanying proxy will vote such proxy thereon in accordance with their best judgment.

The cost of soliciting proxies in the accompanying form will be borne by the Company. In addition to solicitation of proxies by use of the mails, regular employees of the Company, without additional compensation, may solicit proxies personally by or telephone.

CHARLES B. BUCHANAN  
SECRETARY

March 30, 1994

## APPENDIX

The line graph on Page 15 of the Proxy Statement compares the Company's performance to that of the S&P 500 and a peer group. The peer group includes Dixie Yarns, Guilford Mills, NASHUA and Pope & Talbot. The returns of each member of the peer group are weighted according to their market capitalization.

The comparison is in the form of the value a \$100 investment made five years ago in Albany International and the two comparator groups would have today, assuming reinvestment of all dividends.

A \$100 investment made in Albany International five years ago would be worth \$127 today. A \$100 investment made in the S&P 500 made five years ago would be worth \$197 today. A \$100 investment made in the peer group five years ago would be worth \$120 today.

ALBANY INTERNATIONAL CORP.  
PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS  
FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 12, 1994

The undersigned hereby constitutes and appoints J. Spencer Standish, Thomas R. Beecher, Jr. and Charles B. Buchanan, and each of them, his true and lawful agents and proxies, with full power of substitution in each, to represent the undersigned at the Annual Meeting of Stockholders of ALBANY INTERNATIONAL CORP. to be held at the Company's headquarters, 1973 Broadway, Albany, New York on Thursday, May 12, 1994, at 10:00 a.m. local time, and any adjournment or adjournments thereof, on matters coming before said meeting.

Election of Directors, Nominees: J. Spencer Standish, Francis L. McKone, Thomas R. Beecher, Jr., Charles B. Buchanan, Paul Bancroft III, Allan Stenshamm, Stanley I. Landgraf and Barbara P. Wright

Please mark, sign, date and return this proxy card promptly using the enclosed envelope.

(CONTINUED ON OTHER SIDE)

PLEASE MARK VOTE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY / /

1. Election of Directors, Nominees listed on reverse side.  
FOR, except vote withheld from the following nominee(s)

For / / Withheld / / For All except nominees written below / /

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR PROPOSALS 1 AND 2. THE BOARD OF DIRECTORS FAVORS A VOTE FOR ELECTION OF THE NOMINEES LISTED ON THE REVERSE SIDE.

2. Approval of auditors.

For / / Withheld / / Abstain / /

This proxy must be signed exactly as name appears hereon. Executors, administrators, trustees, etc., should give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer.

Dated \_\_\_\_\_, 1994

3. In their discretion upon other matters that may properly come before this meeting.

\_\_\_\_\_

\_\_\_\_\_  
Signature(s) of Stockholder(s)

PLEASE MARK, DATE, SIGN AND RETURN THIS PROXY