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BAWAG Group AG: Publication pursuant to Section 119 Para 9 Stock Exchange Act in conjunction with Section 2 Publication Ordinance

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BAWAG Group AG

Vienna, FN 269842 b

("Company")

AT0000BAWAG2

Publication of the resolutions passed by the General Meeting held on 30 April 2019 regarding

(i) the authorization to acquire and transfer the company's own shares pursuant to Section 65 Para 1 no 8 and Para 1a and 1b Austrian Stock Corporation Act ("AktG")

(ii) the reduction of the share capital by the way of redemption of own shares pursuant to Section 192 Para 3 AktG to be acquired according to Section 65 Para 1 No 6 AktG

(Publication pursuant to Section 65 Para 1a AktG and Section 119 Para 9 Stock Exchange Act in conjunction with Section 2 Publication Ordinance [Veröffentlichungsverordnung])

The Company's Annual General Meeting held on 30 April 2019 passed the following resolutions regarding the repurchase of own shares:

(i) Authorization pursuant to Section 65 Para 1 no 8 and Para 1a and 1b AktG:

"a. The Management Board shall be authorized for a period of 30 months from the date of today's resolution in accordance with Section 65 Para 1 no 8 and Para 1a and 1b AktG to acquire own shares of the Company.

The consideration to be paid per share when acquiring shares must not be lower than EUR 1.00 (= calculated proportion of the share capital) and must not be more than 30 percent above the volume weighted average price of the last 20 trading days preceding the respective purchase; in the event of a public offer, the reference date for the end of this period shall be the day on which the intention to launch a public offer has been announced (Section 5 Paras 2 and 3 Austrian Takeover Act ("ÜbG")). The Management Board is authorized to determine the repurchase conditions.

The Management Board may exercise this authorization within the statutory limits on the maximum number of own shares either once or on several occasions, provided that the percentage amount of the share capital of the Company relating to shares held by the Company on account of this authorization or otherwise does not exceed 10 percent of the share capital at any time. Repeated exercise of this authorization is permissible. Also, it may be exercised for one or several purposes by the Company, by a subsidiary (Section 189a no 7 of the Commercial Code) or by third parties acting on behalf of the Company.

The acquisition may take place at the discretion of the Management Board, with the consent of the Supervisory Board, via the stock exchange or a public offer or in any other legally permissible, appropriate manner, in particular, also under exclusion of the shareholders' pro-rata rights of re-purchase (reverse exclusion of subscription rights) and also by using equity capital derivatives. Trading in own shares is excluded as a purpose for purchase.

b. The Management Board is also authorized, with the consent of the Supervisory Board, to transfer the acquired shares without an additional resolution by the General Meeting via the stock exchange or a public offer and to determine the terms of transfer.

Further, the Management Board is authorized for the period of five years from the date of today's resolution in accordance with Section 65 Para 1b AktG, to adopt a resolution, subject to the consent of the Supervisory Board, on the transfer of treasury shares using a different legally permitted method of transferring than via the stock exchange or a public offer and on an exclusion of pre-emption rights (subscription rights) of shareholders, and to determine the terms and conditions of the transfer of shares. This authorization includes, in particular, but is not limited to, the transfer of own shares by using a different legally permitted method of transferring than via the stock exchange or a public offer for the following purposes:

- i. to the extent necessary to service debt instruments (including participation rights) with conversion or option rights or a conversion obligation issued by the Company or its subsidiaries (Section 189a no 7 Commercial Code) or yet to be issued;
- ii. to transfer shares to employees, senior executives as well as members of the Management Board of the Company or its subsidiaries (Section 189a no 7 Commercial Code) for remuneration purposes;
- iii. in order to be able to transfer the shares in exchange for non-cash-contributions, provided this is done for the purpose of (also indirectly) acquiring companies, parts of companies or participations in companies or other assets related to an acquisition project;
- iv. to carry out a so-called "scrip dividend" in the course of which the shareholders of the Company are offered to contribute their dividend claim (in whole or in part) as a contribution in kind against the transfer of own shares;
- v. in order to be able to transfer the shares in any way other than via the stock exchange or a public offer to all shareholders provided the exercise of the present authorization is objectively justified on the exercise date in accordance with the respective applicable legal requirements.

c. In addition, the Management Board is authorized to cancel the own shares acquired in whole or in part without an additional resolution by the General Meeting with the consent of the Supervisory Board. The cancellation causes a capital reduction by the portion of the share capital that is attributable to the canceled shares.

All authorizations (Sections a.-c.) can be used once or on several occasions, in whole or in part, individually or jointly. The authorizations also include the use of treasury shares held by the Company, as well as shares in the Company acquired by subsidiaries or third parties for the account of the Company or a subsidiary pursuant to Section 66 AktG.

d. The corresponding authorizations granted by the Extraordinary General Meeting held on 15 September 2017, agenda item 3, shall be revoked."

(ii) Capital Reduction by redemption of shares pursuant to Section 192 Para 3 AktG in conjunction with Section 65 Para 1 No 6 AktG:

"The share capital of the Company in the amount of EUR 100,000,000.00 divided into 100,000,000 no-par value bearer shares shall be reduced by a total amount of up to EUR 20,000,000.00, i.e. up to 20,000,000 shares, to up to EUR 80,000,000.00, i.e. up to 80,000,000 shares, by way of a simplified capital reduction in accordance with Section 192 Para 3 no 2 AktG by cancellation of own shares which are still to be acquired by the Company.

The resolution is subject to the permission to be granted by the competent regulatory authority pursuant to Art 77, 78 CRR (EU Regulation 575/2013) and shall - depending on the circumstances - be implemented within six months from the day on which such permission becomes legally binding.

The purpose of this capital reduction is to return excess capital to shareholders.

The acquisition of the shares to be canceled pursuant to Section 65 Para 1 no 6 AktG may occur at the discretion of the Management Board, with the consent of the Supervisory Board, via the stock exchange, a public offer or in any other legally permissible and appropriate manner, in particular, also under exclusion of the shareholders' pro-rata rights of re-purchase (reverse exclusion of subscription rights) and also by using equity derivatives.

The consideration to be paid per share when repurchasing shares must not be lower than EUR 1.00 (= calculated proportion of the share capital) and must not be more than 30 percent above the volume weighted average price of the last 20 trading days preceding the respective purchase; in the event of a public offer, the reference date for the end of this period shall be the day on which the intention to launch a public offer is announced (Section 5 Paras 2 and 3 Austrian Takeover Act ("ÜbG")). The Management Board is authorized to determine the repurchase conditions.

In accordance with Section 192 Para 3 no 2 AktG, the shares shall be canceled at the expense of the net profit, a free reserve or a reserve in accordance with Section 225 Para 5 2nd sentence Austrian Commercial Code ("UGB") or Section 229 Para 1a 4th sentence UGB. The pro-rata amount of the share capital attributable to the shares to be canceled shall be allocated to the restricted capital reserve (Section 192 Para 5 AktG) following the cancelation."

Vienna, this April 2019

The Management Board

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