

publication: 28.03.2022 21:00

source: <http://adhoc.presstext.com/news/1648494000734>

keywords: BAWAG Group AG / Annual General Meeting / authorization to acquire and transfer the company's own shares

*Announcement according to article 119 section 9 BörseG*

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

Vienna (pta033/28.03.2022/21:00) - **BAWAG Group AG**

Vienna, FN 269842 b

(„Company“)

AT0000BAWAG2

**Publication of the resolutions passed by the General Meeting held on 28 March 2022 regarding 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")**

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

The Company's Annual General Meeting held on 28 March 2022 passed the following resolutions regarding the repurchase of own shares:

"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 50 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 up to a maximum volume of 10 percent of the share capital, 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 via the stock exchange or a public offer or, with the consent of the Supervisory Board, 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 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 cancelation 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. In addition, the authorizations set forth in Sections b. and c. shall apply both to treasury shares already held by the Company on the day of this resolution and to treasury shares to be acquired in future.

d. The corresponding authorizations granted by the General Meeting held on 27 August 2021, agenda item 9, shall be revoked."

Vienna, this March 2022

#### **The Management Board**

emitter:	BAWAG Group AG Wiedner Gürtel 11 1100 Wien Austria
contact person:	BAWAG Group Investor Relations (Jutta Wimmer)
phone:	+43 (0)59905-34444
e-mail:	investor.relations@bawaggroup.com
website:	www.bawaggroup.com
ISIN(s):	AT0000BAWAG2 (share)
stock exchanges:	official trade in Vienna



News transmitted by pressetext.adhoc. The emitter is responsible for the content.