

# BAWAG GROUP AG: SHARE BUYBACK PROGRAM

**Publication pursuant to Sec. 65 para 1a in conjunction with para 1b Stock Corporation Act and Sec. 119 para 9 Stock Exchange Act in conjunction with Sec. 5 Publication Regulation 2018**

**VIENNA, 27 June 2018** – The Managing Board of BAWAG Group AG has resolved on 27 June 2018 to carry out a share buyback program with a volume of up to 1,285,000 BAWAG Group AG shares for a total consideration of up to € 70 million. The share buyback is expected to commence on 3 July 2018. BAWAG Group AG retains the right to terminate the share buyback program at any time. The conditions of the share buyback program are as follows:

**Date of the authorization resolution by the general meeting**

15 September 2017

**Date of the publication of the authorization resolution**

At the time the authorization resolution was passed the respective disclosure provisions were not applicable.

**Start and anticipated duration of the repurchase program**

3 July 2018 until 31 December 2018 at the latest

**Type of shares**

Bearer shares (ISIN: AT0000BAWAG2)

**Envisaged volume**

Up to 1,285,000 shares (equals 1.285% of the share capital)

**Price limits**

The envisaged share buyback will take place for an equivalent value of between € 1.00 and € 60.00 per share, however at no more than 20% above the volume weighted average closing price of the last 20 trading days preceding the purchase.

**Form of buyback**

Purchase via stock exchange

**Purpose of buyback**

Use of own shares to meet obligations arising under remuneration programs (Art 5 para 2 lit c of the Regulation (EU) 2014/596 of the European Parliament and of the Council of 16 April 2014; "Market Abuse Regulation")

**Implications on the stock exchange listing**

None

The execution of the share buyback program will be carried out by a credit institution. The credit institution takes its decisions in connection with the purchase of BAWAG Group AG shares independently from the company and carries out the buyback in accordance with the trading conditions pursuant to Art 3 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 (so-called *safe harbor* provisions).

The Managing Board of BAWAG Group AG has further resolved on 27 June 2018 to transfer the shares that have been acquired through the share buyback program pursuant to the following conditions. BAWAG Group AG retains the right to terminate the share transfer program at any time.

**Date of the authorization resolution by the general meeting**

15 September 2017

**Date of the publication of the authorization resolution**

At the time the authorization resolution was passed the respective disclosure provisions were not applicable.

**Start and anticipated duration of the program**

3 July 2018 until 15 September 2022 at the latest

**Type of shares**

Bearer shares (ISIN: AT0000BAWAG2)

**Intended volume**

Up to 1,285,000 shares (equals 1.285% of the share capital)

**Price limits**

The envisaged transfer will take place for an equivalent value of € 0 (zero) per share.

**Form of transfer**

Off-market

**Purpose of transfer**

Use of own shares to meet obligations arising under remuneration programs (Art 5 para 2 lit c Market Abuse Regulation)

**Implications on the stock exchange listing**

None

Notice pursuant to Sec 5 para 4 Publication Regulation 2018 (*VeröffentlichungsV*):

The details to be published pursuant to Sec 7 Publication Regulation 2018 regarding transactions carried out within the share buyback/transfer program and any changes to the share buyback/transfer program which have to be published pursuant to Sec 6 Publication Regulation 2018 will be published on BAWAG Group AG's website (<https://www.bawaggroup.com/sharebuyback>).

This announcement does not constitute a public offer for the acquisition of BAWAG Group AG shares and does not constitute an obligation of the company or any of its affiliates to accept offers to purchase BAWAG Group AG shares.

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