

BOARD OF MANAGEMENT

Resolution of the Board of Management of HORNBACH Baumarkt AG

July 6, 2020

Resolution in respect of share buyback for employee share program

The Board of Management of HORNBACH Baumarkt AG, based in Bornheim/Pfalz, ISIN DE0006084403, hereby resolves to acquire up to 60,000 treasury stock shares pursuant to § 71 (1) No. 2 of the German Stock Corporation Act (AktG). The shares are to be acquired in preparation for the annual issue of shares to employees scheduled to take place at the end of 2020. The buyback thus meets the objective of an employee share scheme as defined in Article 5 (2) c) of Regulation (EU) No. 596/2014 of the European Parliament and Council dated April 14, 2014.

The buyback of shares on the basis of this management board resolution will be executed in accordance with the safe harbor regulations set out in Article 5 of Regulation (EU) No. 596/2014 of the European Parliament and Council dated April 14, 2014 and with the delegated Regulation (EU) 2016/1052 of the Commission dated March 8, 2016.

The buyback of shares will begin on August 1, 2020 and will run for a limited period expiring at the end of the 2020/2021 financial year (balance sheet date: February 28, 2021). Within this period, a maximum of 60,000 treasury stock shares is to be acquired via Xetra trading at the Frankfurt Stock Exchange. The purchase price to be paid by the company per share (excluding acquisition costs) may not exceed or fall short of the stock market price by more than 10%. The stock market price referred to corresponds to the average of the closing prices in Xetra trading at the Frankfurt Stock Exchange on the five trading days immediately preceding the respective acquisition. Moreover, the shares will not be acquired at a price in excess of that determined pursuant to Article 3 (2) of the delegated Regulation (EU) 2016/1052 of the Commission dated March 8, 2016. Buyback orders will only be submitted during continuous trading and not within auction phases. Orders in place at the beginning of an auction phase will not be amended during such phase. The maximum total purchase price for which shares are to be acquired by HORNBACH Baumarkt AG amounts to Euro 2,000,000.00.

The buyback of shares will be executed in such a way as to protect the interests of the market and will be managed by a bank that determines the timing of the treasury stock purchases at its own discretion and without influence from the company.

In respect of the volume of shares to be acquired per day, it will not be permitted to acquire more than 25% of the respective average daily trading volume in Xetra trading at the Frankfurt Stock Exchange. The average daily trading volume of the respective trading segment is derived by reference to average daily trading volumes on the 20 trading days preceding the respective acquisition.

Information on transactions related to the repurchase program shall be appropriately disclosed in accordance with Art. 2 par. 2 and 3 of the Delegate Regulation (EU) 2016/1052 at the latest by the end of the seventh trading day following the day on which such transactions are executed. In addition, in accordance with Art. 2 para. 3 of the Delegate Regulation, the company will publish the announced transactions on its website www.hornbach-holding.de under Investor Relations/ Shares/Share Buyback and ensure that the information remains publicly accessible for at least five years from the date of announcement.

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Roland Pelka

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Susanne Jäger

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Karsten Kühn

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Ingo Leiner

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Dr. Andreas
Schobert