

## **Agenda Item 2**

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

### **RESOLUTION**

The appropriation of the balance sheet profit shown in the annual financial statements of the Company as of 31 December 2012 in the amount of EUR 298,926,978.80 shall be made pursuant to the recommendation of the Management Board as follows:

The holders of participation certificates will receive a dividend in the amount of 8% of the nominal value.

Each share entitled to a dividend will receive EUR 0.40. Own shares of the Company have no dividend rights.

The remaining amount is carried forward.

### **Agenda Item 3**

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

#### **RESOLUTION**

The actions of the members of

- a) the Management Board and
- b) the Supervisory Board

of Erste Group Bank AG in the financial year 2012 shall be formally approved in separate votes.

#### **Agenda Item 4**

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

#### **RESOLUTION**

The members of the Supervisory Board shall be granted a remuneration for the financial year 2012 in the aggregate amount of EUR 637,568.30 whereby the allocation of this amount shall be in the responsibility of the Supervisory Board. The additional meeting attendance fee for the members of the Supervisory Board shall be determined with EUR 1,000 per meeting of the Supervisory Board or one of its committees.

#### **EXPLANATION**

In comparison to the financial year 2011 the remuneration is lower because the Supervisory Board only consisted of ten members as of 15 May 2012 due to the resignation of Ms Gürtler and Mr Kessler after the general meeting 2012.

## **Agenda Item 5**

The Supervisory Board proposes that the general meeting passes the following resolution:

### **RESOLUTION**

1. The number of Supervisory Board members shall be reduced from ten to nine.
2. Dr. Theresa Jordis shall be elected as member of the Supervisory Board of Erste Group Bank AG until the conclusion of the general meeting which resolves on the formal approval of the actions of the Supervisory Board for the business year 2017.

### **EXPLANATION**

Currently the Supervisory Board consists of ten members who have been elected by the general meeting. With conclusion of the general meeting on 16 May 2013 the terms of office as members of the Supervisory Board of Dr. Theresa Jordis and Dr. Werner Tessmar-Pfohl will end.

In the upcoming general meeting on 16 May 2013 two members would have to be elected to maintain the current number of ten members.

Dr. Theresa Jordis has been a member of the Supervisory Board since 1998, serving as second Vice Chairwoman on the Supervisory Board since 2005 and providing valuable service to Erste Group Bank AG in these capacities. She has accepted to stand for re-election.

Mr Tessmar-Pfohl has exceeded the age limit of seventy years for the appointment of Supervisory Board members stipulated in section 12.1 of the articles of association, therefore his re-election is not possible.

Dr. Werner Tessmar-Pfohl has been a member of the Supervisory Board since 2008, acting, in particular, as representative of the Austrian savings banks. Over recent years, the prudential standards applicable to alliances between credit institutions, such as the partnership between Erste Group Bank AG and Sparkassen, have gradually become more rigorous. In future, this trend is likely to continue. To warrant continued compliance with these standards, talks with the savings banks are currently underway to determine a mode of cooperation and with the objective of keeping the savings banks in the banking group while fostering close collaboration within this arrangement. Should the ongoing consultations be successful, the Supervisory Board will deem it desirable and expedient to continue having a representative with extensive knowledge and experience in oesterreichische Sparkassen Group in its ranks. Until the mode of our future cooperation has been decided, no replacement shall be appointed into the Supervisory Board as "savings banks representative" and thus the number of shareholder representatives in the Supervisory Board will be reduced to nine for the time being. As things stand today, the Supervisory Board will not seek to appoint a replacement until the general meeting in 2014.

The candidate for the Supervisory Board was selected on the basis of the criteria set forth by § 87 para 2a Stock Corporation Act (Aktengesetz). The candidate proposed by the Supervisory Board has made declarations pursuant to § 87 para. 2 Stock Corporation Act (AktG) and pursuant to § 41 para. 4(3) Banking Act (BWG), which are available on the Internet site of the Company that has been entered in the Company register.

## **Agenda Item 6**

The Supervisory Board proposes that the general meeting passes the following resolution:

### **RESOLUTION**

In addition to Sparkassen-Prüfungsverband as mandatory bank auditor, Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. shall be elected as auditor of the annual financial statements and the management report of the Company as well as the group financial statements and the group management report, which the Company must prepare for the financial year 2014 according to § 1 of the auditing rules for savings banks (*Prüfungsordnung für Sparkassen*), annex to § 24 Savings Banks Act (*Sparkassengesetz*).

### **EXPLANATION**

The transparency provisions pursuant to § 270 para. 1a of the Commercial Code (*UGB*) are published on the Internet site of the Company that has been entered in the Company register.

## **Agenda Item 7**

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

### **RESOLUTION**

The authorisation granted to the Management Board in the 18th ordinary general meeting of Erste Group Bank AG to acquire own shares for the purpose of securities trading shall be revoked and the Management Board shall be authorised to acquire own shares pursuant to § 65 para 1 No 7 Stock Corporation Act (Aktiengesetz - AktG) of up to 10% of the registered capital for the purpose of securities trading, with the trading volume of shares acquired for this purpose not exceeding 5% of the registered capital at the close of each day. The consideration for the shares to be purchased must not be lower than 50 percent of the closing price at the Vienna Stock Exchange on the last trading day prior to the purchase and must not exceed the closing price at the Vienna Stock Exchange on the last trading day prior to the purchase by 20 percent. This authorisation shall be valid for 30 months, i.e. until 15 November 2015.

## **Agenda Item 8**

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

### **RESOLUTION**

The authorisation granted to the Management Board in the 18th ordinary general meeting of Erste Group Bank AG to acquire own shares for no designated purpose shall be revoked and the Management Board shall be authorised, for the duration of 30 months from the date of the resolution, i.e. until 15 November 2015, to acquire own shares pursuant to § 65 para 1 No 8 in conjunction with para 1a and para 1b Stock Corporation Act (Aktiengesetz - AktG) of up to 10% of the registered capital, subject to the Supervisory Board's consent, with the option of making repeated use of the 10% limit, either on the stock exchange or over the counter, likewise to the exclusion of the shareholders' right to tender proportional payment. The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes. EUR 2 (two euros) per share shall constitute the lowest consideration and EUR 120 (one hundred and twenty euros) per share shall be the maximum consideration.

Pursuant to § 65 para 1b in conjunction with § 171 Stock Corporation Act (Aktiengesetz – AktG), the Management Board shall be authorised for a period of 5 years from the date of the resolution, i.e. until 15 May 2018, subject to the Supervisory Board's consent, to sell or use the Company's own shares, also by means other than the stock exchange or a public offering for any purpose allowed by the law, particularly as consideration for the acquisition and financing of the acquisition of companies, businesses,



business divisions or shares of one or several businesses in Austria or abroad and to the exclusion of the shareholders' proportional purchase option (exclusion of subscription right).

The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes.

The Management Board shall be authorised to redeem own shares subject to the Supervisory Board's consent without requiring any further general meeting resolution.

Reference is made to the Management Board report regarding agenda item 8 published on the Company's website which has been entered in the Company Register.

## **Agenda Item 9**

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

### **RESOLUTION**

The authorisation granted to the Management Board in the 18th ordinary general meeting of Erste Group Bank AG to acquire own participation certificates for the purpose of securities trading shall be revoked and the Management Board shall be authorised, for the duration of 30 months from the date of the resolution, i.e. until 15 November 2015 and in accordance with § 23 para 16 Banking Act in conjunction with § 65 para 1 No 7 Stock Corporation Act, to acquire participation capital for the purpose of securities trading subject to the Supervisory Board's consent. This acquisition option shall be for a maximum of 10 percent of the Company's participation capital, with the option of making repeated use of this 10% limit, either on the stock exchange or over the counter to the exclusion of the participation certificate holders' right to tender proportional payment. The trading volume of participation certificates to be acquired for this purpose may not exceed 5 percent of the participation capital at the close of each day. EUR 100 (one hundred euros) per participation certificate shall constitute the lowest consideration and EUR 1,500 (one thousand five hundred euros) per participation certificate shall be the maximum consideration.

Pursuant to § 23 para 16 Banking Act (Bankwesengesetz - BWG) in conjunction with § 65 para 1 No 7 and § 65 para 1b Stock Corporation Act (Aktiengesetz – AktG), the Management Board shall be authorised for a

period of 5 years from the date of the resolution, i.e. until 15 May 2018, subject to the Supervisory Board's consent, to divest or use the Company's own participation certificates, also by means other than the stock exchange or a public offering, for any purpose allowed by the law and exclude the participation certificate holders' proportional purchase option (exclusion of subscription right).

The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes.

Reference is made to the Management Board report regarding agenda item 9 published on the Company's website which has been entered in the Company Register.

## **Agenda Item 10**

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

### **RESOLUTION**

The authorisation granted to the Management Board in the 18th ordinary general meeting of Erste Group Bank AG to acquire own participation certificates shall be revoked and the Management Board shall be authorised, for a duration of 30 months from the date of the resolution, i.e. until 15 November 2015 and in accordance with § 23 para 16 Banking Act in conjunction with § 65 para 1 No 8 Stock Corporation Act, to acquire own participation certificates of up to 10% of the participation capital, subject to the Supervisory Board's consent, with the option of making repeated use of the 10% limit either on the stock exchange or over the counter, likewise to the exclusion of the participation certificate holders' right to tender proportional payment. The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes. EUR 100 (one hundred euros) per participation certificate shall constitute the lowest consideration and EUR 1,500 (one thousand five hundred euros) per participation certificate shall be the maximum consideration.

Pursuant to § 23 para 16 Banking Act in conjunction with § 65 para 1b Stock Corporation Act, the Management Board shall be authorised for a period of five years from the date of the resolution, i.e. until 15 May 2018 and subject to the Supervisory Board's consent, to divest or use the Company's own participation certificates, also by means other than the stock exchange or a public offering, for any purpose allowed by the law and exclude the

participation certificate holders' proportional purchase option (exclusion of subscription right). The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes.

Reference is made to the Management Board Report regarding agenda item 10 published on the Company's website which has been entered in the Company Register.