

# **Erste Group Bank AG**

**FN 33209 m**

## **Convocation to the General Meeting**

The Management Board of Erste Group Bank AG invites its shareholders (ISIN AT0000652011) to the

### **24<sup>th</sup> Annual General Meeting**

scheduled for **17 May 2017**, 10:00 hours Vienna Time at Wiener Stadthalle, Hall F, A-1150 Vienna, Roland Rainer Platz 1

#### **Agenda:**

1. Presentation of the approved annual financial statements, the management report and the (consolidated) corporate governance report of the Management Board, the draft resolution on the appropriation of profit as well as the report of the Supervisory Board for the financial year 2016, and presentation of the consolidated financial statements and the group management report for the financial year 2016.
2. Resolution on the appropriation of profit.
3. Resolution on granting discharge to the members of the Management Board with regard to the financial year 2016.
4. Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2016.
5. Resolution on the remuneration of Supervisory Board members.
6. Appointment of an additional auditor for the audit of the annual financial statements and the management report as well as the consolidated financial statements and the group management report for the financial year 2018.
7. Elections to the Supervisory Board.
8. Approval of the acquisition of own shares for the purpose of securities trading.
9. Authorisation to acquire own shares for no designated purpose and to the exclusion of trading in own shares as purpose of this acquisition, and authorisation of the Management Board to divest acquired shares, also by means other than the stock exchange or a public offering, combined with the authorisation of the Management Board to exclude the shareholders' general right to tender and general subscription

right, subject to the Supervisory Board's consent, as well as the authorisation of the Management Board to redeem own shares, likewise subject to the Supervisory Board's consent.

10. Authorisation of the Management Board to acquire own shares for the purpose of offering these to employees, managers and to members of the Management Board of the Company or of an affiliated undertaking or to a private foundation whose sole purpose is to hold and manage the shares for one or several of the referenced persons, and authorisation of the Management Board to exclude the shareholders' general right to tender and general subscription right, subject to the Supervisory Board's consent.
11. Resolution on amendments of the Articles of Association in clauses 2.2, 2.3, 13 and 17.

All the times specified in the notice of convocation refer to local time in Vienna ("Vienna Time"). Such indications correspond either to "Central European Time (CET)" or to "Central European Summer Time (CEST)".

## DOCUMENTS FOR THE GENERAL MEETING

In particular, the following documents will be made available for viewing on the internet at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung) by no later than **26 April 2017** in acc. with sec. 108 (3) and (4) Stock Corporation Act (AktG):

- annual financial statements and management report;
  - (consolidated) Corporate Governance Report;
  - consolidated financial statements and group management report;
  - draft resolution on the appropriation of profit;
  - Supervisory Board Report;
- each with regard to the financial year 2016;
- draft resolutions concerning agenda items 2 to 11;
  - letter of independence pursuant to sec. 270 Commercial Code (UGB) concerning agenda item 6;
  - job profile for Supervisory Board members as well as the declaration pursuant to sec. 87 (2) Stock Corporation Act (AktG) of the proposed candidates concerning agenda item 7;
  - Management Board Report regarding agenda items 9 and 10;
  - wording of the notice of convocation;
  - form for granting and revoking proxy appointments pursuant to sec. 114 Stock Corporation Act (AktG).

## RECORD DATE AND RIGHT TO ATTEND THE GENERAL MEETING

All bearer shares of Erste Group Bank AG are held in securities accounts.

The right to participate in the general meeting and the voting rights as well as all other shareholder rights that may be exercised in the general meeting are subject to the shareholdings on **7 May 2017, 24:00 hours Vienna Time (Record Date)**, sec. 111 [1] Stock Corporation Act [AktG].

Only shareholders who provide evidence of their shareholding in the Company on the record date shall have the right to attend the general meeting.

The shares held on the record date must be verified by submitting a **deposit certificate** in acc. with sec. 10a Stock Corporation Act (AktG) which must be received by the Company by no later than **12 May 2017, 24:00 hours Vienna Time** exclusively at one of the addresses indicated below.

by **fax**: +43 (0)1 8900 500 1

by **SWIFT**: GIBAATWGGMS  
Message type MT598 or MT599; mandatory specification of ISIN AT0000652011 in the message wording.

by **e-mail**: [anmeldung.erste@hauptversammlung.at](mailto:anmeldung.erste@hauptversammlung.at) (as scanned attachment; TIF, PDF, etc.)

by **post** Erste Group Bank AG  
or c/o HV-Veranstaltungsservice GmbH  
by **messenger**: Köppel 60  
8242 St. Lorenzen/Wechsel  
Austria

## Deposit certificate pursuant to sec. 10a Stock Exchange Act (AktG)

The deposit certificate must be issued by the custodian bank with its seat in a member state of the European Economic Area or in a full member state of the OECD and shall include the following details:

- information on the issuer: name/company name and address or a code used between banks (SWIFT code);
- information on the shareholder: name/company name, address, date of birth in case of natural persons or, as the case may be, designation of company register and registration number in case of legal persons;
- information on the shares: number of shares (ISIN AT0000652011) held by the shareholder;
- securities account number or other identification;
- the deposit certificate must refer to the Record Date, **7 May 2017**, 24:00 hours Vienna Time.

In accordance with sec. 10a (1) last sentence Stock Corporation Act (AktG), Erste Group Bank AG also accepts certificates evidencing the ownership of shares (deposit certificates) issued by legal persons authorized as depositaries of these shares under Czech or Romanian law and by any company belonging to the group of Erste Group Bank AG which are credit institutions or have the authority to hold in custody or administrate financial instruments.

The deposit certificates must be submitted in German or in English.

Registration for the general meeting or submission of the deposit certificate does not block the shares held; therefore, shareholders may continue to freely negotiate their shares even after registration or submission of a deposit certificate.

## REPRESENTATION BY PROXY

Every shareholder entitled to attend the general meeting has the right to appoint a proxy vested with the same rights as the shareholder being represented in order to attend the general meeting in the name of the shareholder.

The proxy appointment must be granted to a specific person (either a natural or a legal person) in writing; several persons may be authorised.

The proxy appointment must be received by the Company exclusively at one of the addresses indicated below:

by **fax**: +43 (0)1 8900 500 1

by **SWIFT**: GIBAATWGGMS  
Message type MT598 or MT599; in case of shares, mandatory specification of ISIN AT0000652011 in the message wording.

by **e-mail**: [anmeldung.erste@hauptversammlung.at](mailto:anmeldung.erste@hauptversammlung.at) (as scanned attachment; TIF, PDF, etc.)

by **post**: Erste Group Bank AG  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen/Wechsel  
Austria

**in person**: at the general meeting's registration desk at the venue

The proxy forms and the forms for revocation of the proxy appointment will be sent on request and are available on the Company's website at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung).

If you wish to send the proxy appointment electronically, you can use the electronic **form** made available online at [www.hauptversammlung.at/proxy](http://www.hauptversammlung.at/proxy).

If the proxy appointment is not submitted in person at registration on the day of the general meeting, it must be received by the Company by no later than **16 May 2017, 16:00 hours** Vienna time.

The above provisions relating to the granting of proxy appointments are applicable by analogy to the revocation of proxy appointments.

Shareholders can grant a proxy appointment to the proxy appointed by the Company; this option is provided in the previously mentioned proxy form.

Proxy appointments cannot be granted to Erste Group Bank AG, their Management Board and Supervisory Board members.

## **NOTICE ON SHAREHOLDER RIGHTS PROVIDED UNDER SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT (AKTG)**

Shareholders whose aggregate shares total no less than **5% of the registered capital** and who have held their shares for no less than three months prior to the request, may submit a written request for **additional agenda items** to be addressed at this general meeting and for publication of these items, provided such a request is received by the Company in writing by no later than **26 April 2017** at Erste Group Bank AG, 1100 Vienna, Am Belvedere 1, OU 196 333 – Group Secretariat. Every agenda item for which a request is submitted in the manner described above must be accompanied by a draft resolution together with a justification.

To prove qualification as a shareholder, it is sufficient to submit a deposit certificate according to sec. 10a Stock Corporation Act (AktG) confirming that the shareholders submitting the request have held these shares for a period of no less than three months prior; the deposit certificate may not be older than seven days on the date of submission to the Company. If several deposit certificates are submitted for shares that make up 5% of the registered capital only in aggregate, these must all refer to the same record date. For all further requirements that must be met by the deposit certificate, please refer to the section providing information on the right to attend the general meeting.

Shareholders whose aggregate shares total no less than **1% of the registered capital** may submit **draft resolutions** together with a justification for every agenda item and request that these draft resolutions along with the name of the shareholders concerned, the accompanying justification and an optional statement by the Management Board or Supervisory Board be made available on the Company's website referenced in the Company Register, provided such a written request is received by the Company either by fax at +43 (0)5 0100 – 9 19447 or by Erste Group Bank AG, 1100 Wien, Am Belvedere 1, OU 196 333 – Group Secretariat by no later than **8 May 2017**. In the case of a proposal for the appointment of a Supervisory Board member, the declaration of the proposed person should be submitted instead of the justification in accordance with sec. 87 (2) Stock Corporation Act (AktG) and sections 28a Federal Banking Act (BWG).

As proof of the shareholding required to exercise this shareholder right, submission of a deposit certificate pursuant to sec. 10a Stock Corporation Act (AktG) that is not older than seven days at the time of submission to the Company suffices. If several deposit certificates are submitted for shares that make up 1% of the registered capital only in aggregate, these must all refer to the same record date. For all further requirements that must be met by the deposit certificate, please refer to the section providing information on the right to attend the general meeting.

A draft resolution disclosed in accordance with sec. 110 (1) Stock Corporation Act (AktG) should only be voted on according to sec. 119 (2) Stock Corporation Act (AktG) if reiterated as a request in the meeting itself.

Subject to the presentation of proof required for attendance of the general meeting hereby convened, every shareholder has the right to **propose resolutions** for each item on the agenda and these shall require no ex ante notification. This is not applicable for elections to the Supervisory Board. For elections to the Supervisory Board, the following must be observed:

Proposals from shareholders pursuant to sec. 110 Stock Corporation Act (AktG) for the election of Supervisory Board members plus the declarations on the requirements pursuant to sec. 87 (2) Stock Corporation Act (AktG) and sec. 28a Federal Banking Act (BWG) for every proposed person must be received by the Company in writing

by no later than **8 May 2017** and made available on the Company's website referenced in the Company Register by no later than **10 May 2017**, failing which the respective person may not be included in the vote.

When electing Supervisory Board members, the general meeting must observe the criteria set forth under sec. 87 (2a) Stock Corporation Act (AktG); specifically, the qualifications of the members, the Supervisory Board's balanced composition in terms of professional skills, aspects of diversity and professional reliability. In addition, every proposed member must meet the requirements set forth by sec. 28a Federal Banking Act (BWG) and each proposed candidate must be vetted in this respect by the Company prior to election to the Supervisory Board.

To the extent necessary for the proper assessment of an agenda item, every shareholder will be granted **disclosure** about all the Company's affairs in the general meeting. Disclosure may be denied if a reasonable commercial assessment reveals that disclosure could cause substantial harm to the Company or an affiliated company, or if disclosure would be liable to prosecution.

For the sake of an efficient meeting, questions that require lengthy preparation to respond to may be submitted in due time before the general meeting by fax to +43 (0)5 0100 – 919447 or by e-mail to [fragen.erste@hauptversammlung.at](mailto:fragen.erste@hauptversammlung.at) or in writing to Erste Group Bank AG, 1100 Vienna, Am Belvedere 1, OU 196 333 – Group Secretariat.

## **TOTAL NUMBER OF SHARES AND VOTING RIGHTS, TRANSFER**

At the time of convening the general meeting, the Company's registered capital amounts to EUR 859,600,000 and is split into 429,800,000 no-par value shares. Each share carries one vote. The number of voting shares totals 429,800,000. The Company and its subsidiaries held 1.592.261 own shares as of 28 February 2017, from which they do not derive any voting rights.

Shares are not divided into different classes.

In discharging the authorisation granted by the Articles of Association, both image and audio recordings will be made of the entire general meeting and publicly broadcast.

## **ADMISSION TO THE GENERAL MEETING**

For admission to the general meeting (registration), please bring your **deposit certificate** or the **notice of your intention to attend** the general meeting and an **official photo ID**.

If you attend the general meeting as a **proxy**, please also bring the **proxy appointment** along with your **official photo ID**. If the original of the proxy appointment has already been sent to the Company, you will be able to expedite your admission by providing a copy of the proxy appointment.

Erste Group Bank AG reserves the right to verify the identity of the persons attending the meeting. If a person's identity cannot be verified, admission may be denied.

When planning your schedule, please take into account the large number of attendants expected and the usual security precautions. Admission for voting card collection starts at 9.00 am.

Vienna, April 2017

Management Board