

## Agenda Item 2

The Management Board and the Supervisory Board propose to the Annual General Meeting to pass the following resolution:

### DECISION

The profit available for distribution recognised in the financial accounts of the Company as of 31 December 2018 and amounting to EUR 601,720,000.00 will be appropriated in accordance with the Management Board's recommendation:

Each share entitled to a dividend will receive EUR 1.40 adding up to a total of no more than EUR 601,720,000.00.

The Company is not entitled to any dividend payments from its own shares.

Notwithstanding clause 23.4 of the Articles of Association, which stipulates payout of the dividend 10 days after the Annual General Meeting, the dividend will be paid out to shareholders five banking days after the Annual General Meeting i.e. on 22 May 2019.

### EXPLANATORY NOTE

From a tax perspective, according to legal requirements currently applicable in Austria, payout of the dividend shall be treated as a capital repayment not subject to capital gains tax but reducing the tax acquisition costs of the shares.

## Agenda Item 3

The Management Board and the Supervisory Board propose to the Annual General Meeting to pass the following resolution:

### DECISION

The Management Board members of Erste Group Bank AG are granted discharge for the financial year 2018.

## Agenda Item 4

The Management Board and the Supervisory Board propose to the Annual General Meeting to pass the following resolution:

### DECISION

The members of the Supervisory Board of Erste Group Bank AG are granted discharge for the financial year 2018.

## Agenda Item 5

The Supervisory Board proposes to the Annual General Meeting to pass the following resolution:

### DECISION

In addition to Sparkassen-Prüfungsverband in its capacity as statutory auditor, PwC Wirtschaftsprüfung GmbH will be appointed auditor of the annual financial statements and the management report as well as the consolidated financial statements and the group management report of the Company for the financial year 2020 in accordance with sec. 1 of the audit rules for savings banks (*Prüfungsordnung für Sparkassen*), annex to sec. 24 Savings Banks Act (ÖSpkG).

### EXPLANATORY NOTE

In 2017, PwC Wirtschaftsprüfung GmbH was appointed additional auditor of the annual financial statements and management report as well as the consolidated financial statements and the group management report for the financial year 2018.

Among other activities, the Audit Committee of the Erste Group Bank AG Supervisory Board regularly reviewed and monitored the independence of PwC Wirtschaftsprüfung GmbH, in particular in connection with the additional services provided to Erste Group (non-audit services), pursuant to sec. 63a (4) (4) Banking Act, during the financial year 2018.

Following consideration of the threats to independence related to PwC Wirtschaftsprüfung GmbH and submission of a statement of independence in accordance with sec. 270 Commercial Code (UGB) by PwC Wirtschaftsprüfung GmbH, the Audit Committee's recommendation to the Supervisory Board was to renew the audit mandate given to PwC Wirtschaftsprüfung GmbH as additional auditor of the annual financial statements and the management report as well as the consolidated financial statements and the group management report of the Company for the financial year 2020.

The fees invoiced by the auditors of Erste Group Bank AG and their subsidiaries for the financial year 2018 can be seen in the Erste Group annual report for financial year 2018. PwC's fees given there include the services of PwC Wirtschaftsprüfung GmbH and the companies of the PwC network.

## Agenda Item 6

The Supervisory Board proposes to the Annual General Meeting to pass the following resolution:

### DECISION

Clause 15.1 of the Articles of Association shall be amended to read as follows:

<p>Der Aufsichtsrat besteht aus mindestens drei und höchstens vierzehn von der Hauptversammlung gewählten Mitgliedern. Der DIE ERSTE österreichische Spar-Casse Privatstiftung wird, solange sie laut § 92 Abs. 9 BWG für alle gegenwärtigen und künftigen Verbindlichkeiten der Gesellschaft im Falle von deren Zahlungsunfähigkeit haftet, das Recht auf Entsendung von bis zu einem Drittel der von der Hauptversammlung zu wählenden Mitglieder des Aufsichtsrats eingeräumt. Die Bestimmungen des Punktes 12 sind zu beachten.</p>	<p>The Supervisory Board shall consist of at least three and a maximum of fourteen members elected by the shareholders' meeting. As long as DIE ERSTE österreichische Spar-Casse Privatstiftung is liable for all present and future liabilities of the Company in the case of its insolvency pursuant to Section 92 para 9 Banking Act, the DIE ERSTE österreichische Spar-Casse Privatstiftung will be granted the right to nominate up to one third of the members of the Supervisory Board to be elected by the shareholders' meeting. The provisions of item 12 shall have to be considered.</p>
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### JUSTIFICATION

Subsection 15.1 of the Articles of Association of Erste Group Bank AG stipulates a maximum of twelve members. As a result of the increase of the stipulated number of Supervisory Board members to thirteen pursuant to agenda item 7, the Articles of Association must be amended. For reasons of greater flexibility, the maximum number of possible Supervisory Board members will be increased to fourteen.

## Agenda Item 7

The Supervisory Board proposes to the Annual General Meeting to pass the following resolution:

### DECISION

1. The number of members appointed by the Annual General Meeting shall be raised from currently eleven to thirteen members.
2. Ms Elisabeth Krainer Senger-Weiss, born on 6 August 1972, is appointed to the Supervisory Board of Erste Group Bank AG effective from the end of the Annual General Meeting until the end of the Annual General Meeting set to resolve on the granting of formal discharge for financial year 2023.
3. Mr Matthias Bulach, born on 2 September 1976, Ms Marion Khüny, born on 18 May 1969, and Ms Michèle Florence Sutter-Rüdisser, born on 27 July 1979, are appointed to the Supervisory Board of Erste Group Bank AG effective from the end of the Annual General Meeting until the end of the Annual General Meeting set to resolve on the granting of formal discharge for financial year 2021.
4. Mr Gunter Griss, born on 27 June 1945, is appointed to the Supervisory Board of Erste Group Bank AG effective from the end of the Annual General Meeting until the end of the Annual General Meeting set to resolve on the granting of formal discharge for financial year 2019.
5. Ms Henrietta Egerth-Stadlhuber, born on 16 February 1971, is appointed to the Supervisory Board of Erste Group Bank AG effective from the registration of the amendment to the Articles of Association in clause 15.1 until the end of the Annual General Meeting set to resolve on the granting of formal discharge for financial year 2021.

### JUSTIFICATION

Ever since Antonio Massanell Lavilla resigned from his position in the Supervisory Board on 15 September 2017, the Supervisory Board has consisted of eleven members elected by the Annual General Assembly, because the Supervisory Board had resolved not to hold a by-election at the Annual General Meeting on 24 May 2018.

The mandates of Elisabeth Krainer Senger-Weiss, Marion Khüny, Elisabeth Bleyleben-Koren and Gunter Griss will be expiring at the end of the Annual General Meeting on 15 Mai 2019.

Therefore, four members would need to be appointed at the forthcoming Annual General Meeting on 15 Mai 2019 in order to ensure that the number of Supervisory

Board members reaches eleven again like after the election at the Annual General Meeting held on 17 May 2017.

Following approval of agenda item 6 and registration of the amendment to the Articles of Association in accordance with clause 15.1 of the Articles of Association, the Supervisory Board shall consist of at least three and at most fourteen members elected by the Annual General Meeting.

However, the Supervisory Board proposes increasing the number of members appointed by the Annual General Meeting to thirteen, so that six members will have to be appointed at the forthcoming Annual General Meeting to be held on 15 May 2019. The increase is in response to rising regulatory requirements. The proposal related to increasing the number of members must be voted on prior to the election of members.

With the number of Supervisory Board members appointed by the Annual General Meeting holding at 13, at least four positions in the Supervisory Board must be filled by women and men each, in order to satisfy the minimum share requirement of sec. 86 (7) Austrian Stock Corporation Act. If the Supervisory Board is staffed according to the election proposal below (capital representatives only), it will be composed of 4 women and 9 men, thus complying with the minimum share requirement of sec. 86 (7) Austrian Stock Corporation Act.

No objection pursuant to sec. 86 (9) was raised by the majority of capital representatives or by the majority of employee representatives, so that the full Supervisory Board's compliance with the minimum share requirement should generally suffice. At present, the employee representatives in the Supervisory Board currently number 3 women and 3 men.

The reelection of Supervisory Board members Elisabeth Krainer Senger-Weiss, Marion Khüny and Gunter Griss is proposed. Ms Krainer Senger-Weiss and Mr Griss have been Supervisory Board members since 2014, Ms Khüny has been a member since 2017. All three have accepted to stand for re-election. Frau Bleyleben-Koren has announced that she will no longer be available for election. It is further proposed to elect Matthias Bulach, Henrietta Egerth-Stadlhuber and Michèle Sutter-Rüdisser.

Elisabeth Krainer Senger-Weiss is attorney at law in Vienna and admitted as a lawyer in New York. Due to her legal expertise in the areas of business and corporate law, her international experience and her expert knowledge in the field of real estate and family businesses, she can contribute valuably to the Supervisory Board's work.

Matthias Bulach has been a member of the Management Committee of CaixaBank since November 2016. Mr Bulach holds a degree in Business Sciences from the University of St. Gallen and an MBA from the IESE Business School of the University of Navarra. Previously, he has been responsible for financial planning, planning and capital management in CaixaBank. He is a member of the Board of Directors of CaixaBank Asset Management SGIIC S.A. and chair of the Audit Committee there. Moreover, he is a member of the Board of Directors of the CaixaBank Building

Center S.A.. In the past, Matthias Bulach has worked as Senior Associate at McKinsey & Company, where he specialised on the financial sector. As a result, Mr Bulach has proven skills and experience in the areas of controlling, capital planning and asset management.

Henrietta Egerth-Stadlhuber holds a degree of Commercial Sciences from the Johannes Kepler University Linz and then worked in Brussels for a few years, including in the European Commission. After that, she worked for the Federation of Austrian Industries and the Ministry for Economy and Labour starting in 2000. Since September 2004, she has been Managing Director at the Austrian Research Promotion Agency (FFG). Ms. Egerth-Stadlhuber complements the expertise of the Supervisory Board, especially in the areas of promoting research, technology, development, innovation and digitization.

Marion Khüny worked for Commerzbank AG, Frankfurt as divisional director for market, liquidity and counterparty risk. Prior to this, she was head of the market, operational and reputational risk department of UniCredit Bank AG Munich and co-head of credit proprietary trading at Unicredit Group. She holds a degree in International Business Sciences from the University of Innsbruck, Innsbruck/Marquette University, Milwaukee/USA and is a Chartered Financial Analyst (CFA) and a Financial Analyst (DVFA) in the trade association of investment professionals. Ms Khüny has proven skills and experience in the areas of lending, asset liability management, digitalisation, cost management and risks and models.

Michèle F. Sutter-Rüdisser is Adjunct Professor for Organizational Control and Corporate Governance and Vice Director of the Institute for Accounting, Controlling and Auditing at the University of St. Gallen. She is also a Permanent Visiting Professor for Banking and Insurance at the School of Management of the Università Commerciale Luigi Bocconi in Milano and a non-executive member of a number of management boards. In the past, she has been a Visiting Professor at the Vienna University of Economics and Business and a senior assistant at the University of Zurich and Visiting Scholar at the Tsinghua University in Beijing, People's Republic of China. She has also worked for Ernst & Young and, during her studies, she worked in financial services and in the hotel industry. Her research areas include corporate governance topics, particularly the study of leadership and monitoring structures in stock corporations and topics around board governance, specifically the analysis of tasks, obligations and working methods of management boards by international comparison. She also carries out research on topics related to organizational control, i.e. the interplay between internal and external corporate control and monitoring activities (audit committee, management, internal and external revision, risk management and compliance function). Ms Sutter-Rüdisser thus has proven expertise in the areas of corporate governance and organizational control.

Gunter Griss has been a senior partner of the Griss & Partner legal office in Graz since 1975. Mr Griss has proven expertise and experience in the area of business and corporate law and in the Austrian savings bank sector.

In determining the candidates for the Supervisory Board in compliance with the EBA Guidelines for the assessment of the suitability of members of the management body



and holders of key functions ("EBA Guidelines") and the internal policy of Erste Group Bank AG for the selection and aptitude assessment of Supervisory Board members ("Suitability policy of Erste Group Bank AG"), the Nomination Committee is obliged to carry out suitability assessments of the proposed candidates.

In performing these suitability assessments, the Nomination Committee has reviewed compliance with reliability criteria, the presence of sufficient theoretical and practical experience, sufficient time availability as well as the presence of sufficient independence and a lack of conflicts of interest and the diversity criterion. It was also determined whether all the candidates contribute to the collective suitability of the full Supervisory Board.

The Nomination Committee has come to a positive decision for all the candidates and recommended that the Supervisory Board propose the election and reelection of the proposed candidates at the Annual General Meeting. The Supervisory Board endorses this assessment.

Candidates who have already served a 5-year term of office as Supervisory Board member are to be appointed for the maximum term provided by law. For candidates who are to be appointed to the Supervisory Board of Erste Group Bank AG for the first time or who were previously appointed to fill in for the remaining term of another Supervisory Board member, a 3-year term of office is envisaged. The mandate period for Mr Griss is limited to the end of the Annual General Meeting in 2020 by reason of the maximum age limit stipulated in clause 12.1 of the Articles of Association.

The candidates proposed by the Supervisory Board were selected on the basis of the criteria set forth by the Stock Corporation Act (AktG) and the Federal Banking Act (BWG), including the diversity provision under sec. 86 (7) Stock Corporation Act. The candidates proposed by the Supervisory Board have submitted the declaration required under sec. 87 (2) Stock Corporation Act (AktG) and the declaration is available on the Company's website referenced in the Company Register.

Under this agenda item, only the candidate proposals made by shareholders whose interests make up at least 1% of the share capital will be taken into account, provided these proposals, plus the declarations pursuant to sec. 87 (2) Stock Corporation Act (AktG) and sec. 28a Federal Banking Act (BWG) have been received by the Company in text form by no later than 6 May 2019 for each proposed person and will be published on the Company's website by 8 May 2019 at the latest. Failure to comply with these requirements will result in the respective person not being included in the vote. As regards the specifics and requirements for consideration of such proposals, reference is made to the letter of convocation, particularly to the section "Information on shareholders' rights pursuant to sections 109, 110, 118 and 119 Stock Corporation Act (AktG)".

## Agenda Item 8

The Management Board and the Supervisory Board propose to the Annual General Meeting to pass the following resolution:

### DECISION

The authorisation granted to the Management Board in the 24th Annual 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 (1) (7) Stock Corporation Act (AktG) of up to 10% of the share capital for the purpose of securities trading, with the trading volume of shares acquired for this purpose not exceeding 5% of the share capital at the close of each day. The consideration for the shares to be purchased must not be less than 50% of the closing price at the Vienna Stock Exchange on the last trading day prior to the purchase and must not exceed 20% of the closing price at the Vienna Stock Exchange on the last trading day prior to the purchase. This authorisation is valid for a period of 30 months, i.e. until 14 November 2021.

## Agenda Item 9

The Management Board and the Supervisory Board propose to the Annual General Meeting to pass the following resolution:

### DECISION

The Management Board is entitled, pursuant to sec. 65 (1) (8) as well as (1a) and (1b) Stock Corporation Act (AktG) and for a period of 30 months from the date of the resolution, i.e. until 14 November 2021, to acquire own shares of up to 10% of the share capital, subject to approval by the Supervisory Board, with the option of making repeated use of the 10% limit, either at the stock exchange or over the counter, likewise to the exclusion of the shareholders' right to tender proportional payment for the purpose of offering free or concessionary shares to Erste Mitarbeiterbeteiligung Privatstiftung, to its beneficiaries, to employees, managers and members of the Management Board of Erste Group Bank AG or of affiliated group companies or other companies pursuant to sec. 4d (5) (1) Austrian Income Tax Act (EStG). The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes. The market price per share must not fall below EUR 2.00 or exceed EUR 120.00.

Reference is made to the Management Board Report published on the Company's website referenced in the Company Register.

## Agenda Item 10

The Management Board and the Supervisory Board propose to the Annual General Meeting to pass the following resolution:

### DECISION

The authorisation granted to the Management Board in the 24th Annual 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 pursuant to sec. 65 (1) (8) and (1a) and (1b) Stock Corporation Act (AktG), for the duration of 30 months from the date of the resolution, i.e. until 14 November 2021, to acquire own shares of up to 10% of the share capital, subject to approval by the Supervisory Board, with the option of making repeated use of the 10% limit, either at 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. The market price per share must not fall below EUR 2.00 or exceed EUR 120.00.

Pursuant to sec. 65 (1b) in conjunction with sec. 171 Stock Corporation Act (AktG) and subject to the Supervisory Board's approval, the Management Board shall be authorised, for a period of 5 years from the date of the resolution, i.e. until 14 May 2024, 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 in one or several businesses in Austria or abroad and to the exclusion of the shareholders' proportional purchase option (exclusion of purchase option).

The Management Board shall be authorised to redeem own shares subject to the Supervisory Board's approval without requiring any further Annual General Meeting resolution.

Reference is made to the Management Board Report published on the Company's website referenced in the Company Register.