

# Erste Group Bank AG

## 26th Annual General Meeting – Voting Results

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### Securities:

AT0000652011: Ordinary shares, non-par value (Stammaktien o.N.)

On 15 May 2019 at 9 a.m. (Vienna Time/CET)  
Wiener Stadthalle, Halle F, Roland Rainer Platz 1, A-1150 Vienna

Published in the Official Journal of Wiener Zeitung on 12 April 2019, No 73.  
Record date and right to attend the AGM: 5 May 2019 (24:00 Vienna Time).

### Items 2-10 on the agenda of the AGM were approved with the required majority.

The voting results are also available at our website at:  
<http://www.erstegroup.com/en/investors/events/agm>

### Agenda:

1. Presentation of the approved annual financial statements, the management report and the (consolidated) corporate governance report of the management board, the (consolidated) non-financial report, the draft resolution on the appropriation of profit as well as the report of the supervisory board for the financial year 2018, and presentation of the consolidated financial statements and the group management report for the financial year 2018.

2. Resolution on the appropriation of profit 2018.

**Presence:** 2,571 shareholders with 299,284,686 votes.  
**Number of shares voting valid:** 299,284,186  
**Those correspond to this portion of the registered capital:** 69.63%  
**Total number of valid votes:** 299,284,186  
**FOR-Votes:** 2,564 shareholders with 299,218,007 votes.  
**AGAINST-Votes:** 6 shareholders with 66,179 votes.  
**ABSTENTIONS:** 1 shareholder with 500 votes.

3. Resolution on granting discharge to the members of the management board with regard to the financial year 2018.

Discharge to the members of the management board (except for Mr. Bosek)

**Presence:** 2,572 shareholders with 299,284,786 votes.  
**Number of shares voting valid:** 299,128,583  
**Those correspond to this portion of the registered capital:** 69.60%  
**Total number of valid votes:** 299,128,583  
**FOR-Votes:** 2,538 shareholders with 298,895,452 votes.  
**AGAINST-Votes:** 17 shareholders with 233,131 votes.  
**ABSTENTIONS:** 17 shareholders with 156,203 votes.

Discharge to Mr. Bosek

**Presence:** 2,572 shareholders with 299,284,786 votes.  
**Number of shares voting valid:** 299,129,598  
**Those correspond to this portion of the registered capital:** 69.60%  
**Total number of valid votes:** 299,129,598  
**FOR-Votes:** 2,530 shareholders with 298,894,433 votes.  
**AGAINST-Votes:** 24 shareholders with 235,165 votes.  
**ABSTENTIONS:** 18 shareholders with 155,188 votes.

4. Resolution on granting discharge to the members of the supervisory board with regard to the financial year 2018.

**Presence:** 2,573 shareholders with 299,284,793 votes.  
**Number of shares voting valid:** 298,571,834  
**Those correspond to this portion of the registered capital:** 69.47%  
**Total number of valid votes:** 298,571,834  
**FOR-Votes:** 2,462 shareholders with 297,133,162 votes.  
**AGAINST-Votes:** 50 shareholders with 1,438,672 votes.  
**ABSTENTIONS:** 61 shareholders with 712,959 votes.

5. Appointment of an additional auditor for the audit of the annual financial statements and the management report as well as the group financial statements and the group management report for the financial year 2020.

**Presence:** 2,573 shareholders with 299,284,793 votes.  
**Number of shares voting valid:** 299,283,092  
**Those correspond to this portion of the registered capital:** 69.63%  
**Total number of valid votes:** 299,283,092  
**FOR-Votes:** 2,554 shareholders with 298,846,368 votes.  
**AGAINST-Votes:** 16 shareholders with 436,724 votes.  
**ABSTENTIONS:** 3 shareholders with 1,701 votes.

6. Resolution on amendments of section 15.1 articles of association with respect to the number of supervisory board members.

**Presence:** 2,573 shareholders with 299,284,793 votes.  
**Number of shares voting valid:** 299,283,102  
**Those correspond to this portion of the registered capital:** 69.63%  
**Total number of valid votes:** 299,283,102  
**FOR-Votes:** 2,531 shareholders with 295,520,374 votes.  
**AGAINST-Votes:** 38 shareholders with 3,762,728 votes.  
**ABSTENTIONS:** 4 shareholders with 1,691 votes.

7. Elections to the supervisory board.

7.1. Raise of the number of members appointed by the AGM from currently eleven to thirteen members.

**Presence:** 2,572 shareholders with 299,284,780 votes.  
**Number of shares voting valid:** 130,062,218  
**Those correspond to this portion of the registered capital:** 30.26%  
**Total number of valid votes:** 130,062,218  
**FOR-Votes:** 144 shareholders with 130,036,026 votes.  
**AGAINST-Votes:** 15 shareholders with 26,192 votes.  
**ABSTENTIONS:** 2,413 shareholders with 169,222,562 votes.

#### 7.2. Election of Ms. Elisabeth Krainer Senger-Weiss

**Presence:** 2,572 shareholders with 299,284,780 votes.  
**Number of shares voting valid:** 299,087,505  
**Those correspond to this portion of the registered capital:** 69.59%  
**Total number of valid votes:** 299,087,505  
**FOR-Votes:** 2,380 shareholders with 292,552,657 votes.  
**AGAINST-Votes:** 189 shareholders with 6,534,848 votes.  
**ABSTENTIONS:** 3 shareholders with 197,275 votes.

#### 7.3. Election of Mr. Matthias Bulach

**Presence:** 2,572 shareholders with 299,284,780 votes.  
**Number of shares voting valid:** 297,149,689  
**Those correspond to this portion of the registered capital:** 69.14%  
**Total number of valid votes:** 297,149,689  
**FOR-Votes:** 1,054 shareholders with 224,461,173 votes.  
**AGAINST-Votes:** 1,517 shareholders with 72,688,516 votes.  
**ABSTENTIONS:** 1 shareholder with 2,135,091 votes.

#### 7.4. Election of Ms. Marion Khüny

**Presence:** 2,572 shareholders with 299,284,780 votes.  
**Number of shares voting valid:** 299,283,042  
**Those correspond to this portion of the registered capital:** 69.63%  
**Total number of valid votes:** 299,283,042  
**FOR-Votes:** 2,549 shareholders with 298,433,031 votes.  
**AGAINST-Votes:** 20 shareholders with 850,011 votes.  
**ABSTENTIONS:** 3 shareholders with 1,738 votes.

#### 7.5. Election of Ms. Michèle Florence Sutter-Rüdisser

**Presence:** 2,572 shareholders with 299,284,780 votes.  
**Number of shares voting valid:** 299,284,280  
**Those correspond to this portion of the registered capital:** 69.63%  
**Total number of valid votes:** 299,284,280  
**FOR-Votes:** 2,561 shareholders with 299,214,813 votes.  
**AGAINST-Votes:** 10 shareholders with 69,467 votes.  
**ABSTENTIONS:** 1 shareholder with 500 votes.

#### 7.6. Election of Mr. Gunter Griss

**Presence:** 2,572 shareholders with 299,284,780 votes.  
**Number of shares voting valid:** 299,284,780  
**Those correspond to this portion of the registered capital:** 69.63%  
**Total number of valid votes:** 299,284,780  
**FOR-Votes:** 2,168 shareholders with 276,141,893 votes.  
**AGAINST-Votes:** 404 shareholders with 23,142,887 votes.  
**ABSTENTIONS:** 0 shareholders with 0 votes.

#### 7.7. Election of Ms. Henrietta Egerth-Stadlhuber

**Presence:** 2,572 shareholders with 299,284,780 votes.  
**Number of shares voting valid:** 299,284,713  
**Those correspond to this portion of the registered capital:** 69.63%  
**Total number of valid votes:** 299,284,713  
**FOR-Votes:** 2,563 shareholders with 299,216,931 votes.  
**AGAINST-Votes:** 8 shareholders with 67,782 votes.  
**ABSTENTIONS:** 1 shareholder with 67 votes.

8. Resolution on the acquisition of own shares for the purpose of securities trading.

**Presence:** 2,573 shareholders with 299,284,793 votes.  
**Number of shares voting valid:** 299,284,293  
**Those correspond to this portion of the registered capital:** 69.63%  
**Total number of valid votes:** 299,284,293  
**FOR-Votes:** 2,454 shareholders with 290,990,810 votes.  
**AGAINST-Votes:** 118 shareholders with 8,293,483 votes.  
**ABSTENTIONS:** 1 shareholder with 500 votes.

9. Resolution on the acquisition of own shares 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).

**Presence:** 2,573 shareholders with 299,284,793 votes.  
**Number of shares voting valid:** 296,544,995  
**Those correspond to this portion of the registered capital:** 69.00%  
**Total number of valid votes:** 296,544,995  
**FOR-Votes:** 839 shareholders with 202,084,685 votes.  
**AGAINST-Votes:** 1,723 shareholders with 94,460,310 votes.  
**ABSTENTIONS:** 11 shareholders with 2,739,798 votes.

10. Resolution on the acquisition of own shares for no designated purpose.

**Presence:** 2,573 shareholders with 299,284,793 votes.  
**Number of shares voting valid:** 299,129,422  
**Those correspond to this portion of the registered capital:** 69.60%  
**Total number of valid votes:** 299,129,422  
**FOR-Votes:** 2,507 shareholders with 292,253,148 votes.  
**AGAINST-Votes:** 60 shareholders with 6,876,274 votes.  
**ABSTENTIONS:** 6 shareholders with 155,371 votes.

Vienna, 16 May 2019

**Erste Group Bank AG  
FN 33209 m  
ISIN AT0000652011  
DISCLOSURE pursuant to § 65 (1a) Stock Corporation Act (AktG)**

The 26<sup>th</sup> Annual General Meeting of Erste Group Bank AG, 1100 Wien, Am Belvedere 1, held on 15 May 2019, passed following **RESOLUTIONS** regarding item 9 and item 10 on the agenda

**Agenda Item 9**

**Authorisation to acquire own shares for the purpose of offering shares to Erste Mitarbeiterbeteiligung Privatstiftung, to its beneficiaries, to employees, managers and members of the Management Board of Erste Group Bank AG and affiliated group companies or other companies pursuant to sec 4d (5) (1) Austrian Income Tax Act (EStG)**

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.

**Agenda Item 10**

**Authorisation to acquire own shares for no designated purpose and to dispose of those shares by other means than via the stock exchange or a public offering**

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.