

## Erste Group Bank AG

(Incorporated as a stock corporation in the Republic of Austria under registered number FN 33209 m)

### Covered Bonds Programme

This supplement (the "**Supplement**") constitutes a prospectus supplement pursuant to Article 16 (1) of the Directive 2003/71/EC as amended (the "**Prospectus Directive**") and § 6 (1) of the Austrian Capital Market Act as amended (*Kapitalmarktgesetz*, the "**KMG**") and is supplemental to, and should be read in conjunction with, the prospectus dated 21 November 2018 (the "**Original Prospectus**") and together with Prospectus Supplement No. 1 dated 3 April 2019, the "**Prospectus**") relating to the Covered Bonds Programme (the "**Programme**") of Erste Group Bank AG (the "**Issuer**" or "**Erste Group Bank**").

The Original Prospectus has been approved on 21 November 2018 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**").

This Supplement has been filed for approval with the FMA in its capacity as competent authority under the KMG on 6 May 2019. This Supplement has been filed with the Wiener Börse, which has admitted the Programme to the "*Amtlicher Handel*" (Official Market). This Supplement has been published in electronic form on the website of the Issuer under "[www.erstegroup.com/de/ueber-uns/erste-group-emissionen/prospekte/anleihen](http://www.erstegroup.com/de/ueber-uns/erste-group-emissionen/prospekte/anleihen)".

The Issuer has requested the FMA to provide the competent authority of Germany with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Directive and the KMG.

Terms defined in the Prospectus shall have the same meaning when used in this Supplement.

To the extent that there is any inconsistency between a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement and b) any other statement in or incorporated by reference in the Prospectus, the statements mentioned in a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

**In accordance with Article 16 of the Prospectus Directive and § 6 KMG, investors who have already agreed to purchase or subscribe for Covered Bonds before this Supplement is published have a right, exercisable within two working days after the publication of this Supplement, to withdraw their acceptances until, and including 8 May 2019, provided that the new factor, mistake or inaccuracy arose before the final closing of the offer to the public and the delivery of the Covered Bonds.**

This Supplement has been filed with the FMA in its capacity as competent authority under the KMG for approval. The accuracy of the information contained in this Supplement does not fall within the scope of examination by the FMA under applicable Austrian law and the Prospectus Directive. The FMA has examined this Supplement only in respect of its completeness, coherence and comprehensibility pursuant to § 8a (1) KMG.

6 May 2019

No person has been authorised to give any information or to make any representation other than those contained in this Supplement in connection with the issue or sale of the Covered Bonds and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer or Erste Group Bank AG in its capacity as arranger of the Programme (the "**Arranger**") or Erste Bank der oesterreichischen Sparkassen AG and Erste Group Bank AG in their capacities as dealers under the Programme (the "**Dealers**"). Neither the delivery of the Prospectus and/or this Supplement nor any sale made in connection herewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or Erste Group since the date hereof or the date upon which the Prospectus has been most recently supplemented or that there has been no adverse change in the financial position of the Issuer or Erste Group since the date hereof or the date upon which the Prospectus has been most recently supplemented or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.

The distribution of this Supplement and the offering or sale of the Covered Bonds in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer, the Arranger and the Dealers to inform themselves about and to observe any such restriction. The Covered Bonds have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may include Covered Bonds in bearer form that are subject to U.S. tax law requirements. The Covered Bonds may not be offered, sold or delivered within the United States or to U.S. persons except in certain transactions permitted by U.S. tax regulations and the Securities Act. For a description of certain restrictions on offers and sales of Covered Bonds, see "13. Subscription and Sale" in the Prospectus.

This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, the Arranger or the Dealers to subscribe for, or purchase, any Covered Bonds.

The Dealers have not independently verified the information contained in this Supplement. None of the Dealers makes any representation, express or implied, or accepts any responsibility, with respect to the accuracy or completeness of any of the information in this Supplement. Neither this Supplement nor any financial statements supplied in connection with the Programme or any Covered Bonds are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by any of the Issuer, the Arranger or the Dealers that any recipient of this Supplement or any financial statements should purchase the Covered Bonds. Each potential purchaser of Covered Bonds should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of Covered Bonds should be based upon any such investigation as it deems necessary. None of the Dealers undertakes to review the financial condition or affairs of the Issuer or Erste Group during the life of the arrangements contemplated by this Supplement nor to advise any investor or potential investor in the Covered Bonds of any information coming to the attention of any of the Dealers.

Significant new factors and/or inaccuracies (as referred to in Article 16 (1) of the Prospectus Directive and § 6 (1) KMG) have arisen which in the Issuer's perception are capable of affecting the assessment of the Covered Bonds, and are thus herewith included in the Prospectus as follows:

**1. AMENDMENTS TO THE SECTION ENTITLED "DOCUMENTS INCORPORATED BY REFERENCE" COMMENCING ON PAGE 7 OF THE ORIGINAL PROSPECTUS**

**On page 8 of the Original Prospectus, after the table with regard to the Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2018, the following table shall be inserted:**

**"English language translation of the Unaudited Interim Condensed Consolidated Financial Statements of the Issuer for the first quarter year ended 31 March 2019 – Interim Report First Quarter 2019 (the "Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019")**

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**The first paragraph on page 9 of the Original Prospectus shall be replaced by the following paragraph:**

"For the avoidance of doubt, such parts of the Audited Consolidated Financial Statements 2018, 2017 and 2016 respectively as well as of the Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2018 and of the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019 which are not explicitly listed in the tables above, are not incorporated by reference into this Prospectus as these parts are either not relevant for the investor or covered elsewhere in this Prospectus."

**2. AMENDMENTS TO THE SECTION ENTITLED "DOCUMENTS AVAILABLE FOR INSPECTION" COMMENCING ON PAGE 12 OF THE ORIGINAL PROSPECTUS**

**On page 14 of the Original Prospectus, after the list paragraph numbered "(xvi)" the following list paragraph numbered "(xvii)" shall be inserted:**

"(xvii) the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019 incorporated by reference into this Prospectus  
("https://www.erstegroup.com/content/dam/at/eh/www\_erstegroup\_com/en/Investor%20Relations/2019/Reports/IR\_Interim\_Report\_EG\_Q119en.pdf")."

**3. AMENDMENTS TO THE SECTION ENTITLED "SOURCES OF INFORMATION" ON PAGE 14 OF THE ORIGINAL PROSPECTUS**

**On page 14 of the Original Prospectus, the first sentence of the paragraph shall be replaced by the following sentence:**

"Unless otherwise stated, statistical and other data provided in this Prospectus has been extracted from the Audited Consolidated Financial Statements 2017 and the

Audited Consolidated Financial Statements 2018 and the English language translations of the annual reports thereon as well as from the Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2018 and the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019."

**4. AMENDMENTS TO THE SECTION ENTITLED "3. GENERAL INFORMATION" COMMENCING ON PAGE 51 OF THE ORIGINAL PROSPECTUS**

**On page 51 of the Original Prospectus, the information contained in the paragraph entitled "(3) Significant and material adverse changes." shall be replaced by the following information:**

"Except as disclosed under "8.6 *Recent Developments*" starting on page 248 of this Prospectus, there has been no significant change in the financial position of Erste Group since 31 March 2019 and no material adverse change in the prospects of the Issuer since 31 December 2018."

**5. AMENDMENTS TO THE SECTION ENTITLED "8. ERSTE GROUP BANK AG" COMMENCING ON PAGE 234 OF THE ORIGINAL PROSPECTUS**

**The information contained in the subsection entitled "8.6 RECENT DEVELOPMENTS" on page 248 of the Original Prospectus, shall be replaced by the following information:**

**"Erste Group's outlook as presented in the interim report for the first quarter year 2019 is as follows:**

**Operating environment anticipated to be conducive to credit expansion**

Real GDP growth is forecast to come in at around 3% in Erste Group's CEE core markets and about 2% in Austria in 2019, again driven primarily by robust domestic demand. In CEE, economic activity should be supported by real wage growth and low unemployment. Fiscal discipline is expected to be maintained across CEE.

**Business outlook**

Erste Group aims to achieve a return on tangible equity (ROTE) of more than 11% in 2019 (based on average tangible equity in 2019). The underlying assumptions are: revenues rising faster than costs (based on mid-single digit net loan growth), risk costs higher, but still at a historically benign level (10 to 20 basis points), with a tax rate of below 20%. The amended Romanian banking tax is expected to negatively impact other operating result by a maximum of EUR 20 million in 2019.

**Risks to guidance**

Impact from other than expected interest rate development; political or regulatory measures against banks; as well as geopolitical and global economic risks."

**6. AMENDMENTS TO THE SECTION ENTITLED "9. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES" COMMENCING ON PAGE 249 OF THE ORIGINAL PROSPECTUS**

**On page 249 of the Original Prospectus, the footnote numbered "20" shall be deleted entirely and on page 250 of the Original Prospectus, the following information shall be inserted above the subsection entitled "SUPERVISORY BOARD":**

"On 25 April 2019, Erste Group Bank announced that the Supervisory Board approved Erste Group Bank's new management board team:

Andreas Treichl	Chief Executive Officer (as of 1 July 2019)
Bernhard Spalt	Deputy Chief Executive Officer (as of 1 July 2019)
Alexandra Habeler-Drabek	Chief Risk Officer (as of 1 July 2019)
Peter Bosek	Chief Retail Officer (as of 1 July 2019)
Ingo Bleier	Chief Corporates and Capital Markets Officer (as of 1 July 2019)
Stefan Dörfler	Chief Financial Officer (as of 1 July 2019)
Petr Brávek	Chief Operations Officer (until 31 December 2019)
David O'Mahony	Chief Operations Officer (as of 1 January 2020)
Ara Abrahamyan	Chief Digital Transformation Officer (as of 1 January 2020)

As of 1 July 2019, Alexandra Habeler-Drabek will serve as Erste Group Bank's Chief Risk Officer (CRO), Stefan Dörfler will be Chief Financial Officer (CFO) and Ingo Bleier will be responsible for the Corporate Banking and Markets business. While continuing as the management board member overseeing the retail banking segment at Erste Group Bank, Peter Bosek will in addition take on the role of Chief Executive Officer at Erste Group's Austrian banking subsidiary Erste Bank Oesterreich.

Petr Brávek will continue to serve as Erste Group Bank's Chief Operations Officer (COO) until the turn of the year, after which he will take on the Chief Operations Officer role at Česká spořitelna, Erste Group Bank's Czech banking subsidiary. David O'Mahony will succeed Petr Brávek in the Chief Operations Officer role at Erste Group Bank, while Ara Abrahamyan will serve as Chief Digital Transformation Officer (CDTO), thus completing what will be a seven-person management board as of 1 January 2020.

Andreas Treichl will assume the chairmanship of the supervisory board of Erste Stiftung, the main shareholder of Erste Group Bank, as of 1 January 2020. As of this date, Bernhard Spalt will serve as the Chief Executive Officer of Erste Group Bank.

Gernot Mittendorfer and Jozef Sikela will no longer be members of Erste Group Bank's management board as of 1 July 2019; however, both will continue to act as consultants."

**7. AMENDMENTS TO THE SECTION ENTITLED "GLOSSARY AND LIST OF ABBREVIATIONS" COMMENCING ON PAGE 272 OF THE ORIGINAL PROSPECTUS**

**On page 278 of the Original Prospectus, after the row with regard to the Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2018 the following row shall be inserted:**

<b>"Unaudited Condensed Consolidated Financial Statements as of 31 March 2019</b>	<b>Interim</b>	the English language translation of the unaudited interim condensed consolidated financial statements of Erste Group for the first quarter year ended 31 March 2019"
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# **RESPONSIBILITY STATEMENT OF ERSTE GROUP BANK AG**

Erste Group Bank AG, with its registered office at Am Belvedere 1, A-1100 Vienna, Austria, is responsible for the information given in this Supplement.

The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts and contains no omission likely to affect its import.

Vienna, 6 May 2019

Erste Group Bank AG  
as Issuer