# Final Terms dated 23 February 2012

#### Erste Group Bank AG

#### Tap issue of Erste Group CZK Reverse Cliquet Bond due 2015 ("Prémiový dluhopis Euroclixx")

#### under the €30,000,000,000 Debt Issuance Programme

The Prospectus referred to below (as completed by these Final Terms) has been prepared on the basis that, except as provided in sub-paragraph (ii) below, any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (each, a "Relevant Member State") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer of the Notes may only do so in:

(i) circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer; or

(ii) those Public Offer Jurisdictions mentioned in Paragraph 38 of Part A below, provided such person is one of the persons mentioned in Paragraph 38 of Part A below and that such offer is made during the Offer Period specified for such purpose therein.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

# PART A - CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth in the Prospectus dated 8 June 2011 as supplemented from time to time which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) as amended (which includes the amendments made by the Directive 2010/73/EU (the "2010 PD Amending Directive") to the extent implemented in the Relevant Member State) (the "Prospectus Directive"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus as so supplemented . Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplement to the Prospectus are available for viewing at http://www.erstegroup.com and during normal business hours at Börsegasse 14, 1010 Vienna and copies may be obtained from Erste Group Bank AG, Börsegasse 14, 1010 Vienna and on http://www.erstegroup.com.

The Prospectus and the Final Terms are also available for viewing at www.csas.cz.

1	Issuer:	Erste Group Bank AG
2	(i) Series Number:	1080
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Czech Koruna (" <b>CZK</b> ")
4	Aggregate Nominal Amount of Notes:	Tap issue ("Daueremission") up to CZK 2,000,000,000
	(i) Series:	
	(ii) Tranche:	
5	Issue Price:	Initially 100.00% of the Aggregate Nominal Amount and fixed thereafter by the Issuer according to prevailing market conditions.

6	(i) Specified Denominations:	CZK 25,000	
Ū	<ul><li>(i) Specified Denominations:</li><li>(ii) Calculation Amount:</li></ul>	Specified Denomination	
7	(i) Issue Date:		
'	(ii) Interest Commencement Date:	01 March 2012 Issue Date	
8	Maturity Date:	16 March 2015	
9	Interest Basis:	Index-Linked Interest	
5 10	Redemption/Payment Basis:	Index-Linked Redemption	
11	Change of Interest or	Not Applicable	
	Redemption/Payment Basis:	Not Applicable	
12	Put/Call Options:	Not Applicable	
13	(i) Status of the Notes:	Senior	
	(ii) Date Board approval for issuance of Notes obtained:	according to Overall Planning Approval of Management Board dated 22 November 2011 and Supervisory Board dated 14 December 2011	
14	Method of distribution:	Non-syndicated	
PROVIS	SIONS RELATING TO INTEREST (IF ANY)	PAYABLE	
15	Fixed Rate Note Provisions	Not Applicable	
16	Floating Rate Note Provisions	Not Applicable	
17	Zero Coupon Note Provisions	Not Applicable	
18	Index-linked Interest Note/other variable-linked interest Note Provisions	Applicable	
	<ul> <li>(i) Index/Formula/Underlying</li> <li>Equit(y)(ies)/Fund(s)/Credit</li> <li>Event(s)/Commodit(y)(ies)/other</li> <li>variable:</li> </ul>	Details specified in Annex 1	
	<ul> <li>(ii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the [Agent]):</li> </ul>	Erste Group Bank AG	
	<ul> <li>(iii) Provisions for determining Coupon where calculated by reference to Index and/or other variable:</li> </ul>	Details specified in Annex 1	
	(iv) Interest Determination Date(s):	Details specified in Annex 1	
	(v) Provisions for determining Coupon where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted:	Details specified in Annex 1	
	(vi) Interest or calculation period(s):	Details specified in Annex 1	
	(vii) Specified Interest Payment Dates:	16 March 2015	
	(viii) Business Day Convention:	Following Business Day Convention	
	(ix) Business Centre(s):	Prague, TARGET	
	(x) Minimum Rate/Amount of Interest:	Details specified in Annex 1	
	(xi) Maximum Rate/Amount of Interest:	Not Applicable	
	(xii) Day Count Fraction:	Not Applicable	
19	Dual Currency Note Provisions	Not Applicable	

# **PROVISIONS RELATING TO REDEMPTION**

20	Call Option		Not Applicable	
21	Put Option Final Redemption Amount of each Note		Not Applicable	
22				
	Amou	es where the Final Redemption ht is Index-Linked or other le-linked:		
	(i)	Index/Formula/other variable:	Applicable The Final Redemption Amount will be calculated by the Calculation Agent depending on the performance of the <b>EURO STOXX 50<sup>®</sup></b> (the "Index"). Details specified in Annex 1.	
	<ul> <li>(ii) Party responsible for calculating the Final Redemption Amount (if not the Agent):</li> <li>(iii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:</li> </ul>		Erste Group Bank AG	
			The Final Redemption Amount will be calculated by the Calculation Agent depending on the performance of the <b>EURO STOXX 50<sup>®</sup></b> (the "Index"). Details specified in Annex 1.	
	(iv)	Determination Date(s):	For detailed information see Annex 1	
	(v)	Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or Underlying Equit(y)(ies) and/or Fund(s) and/or Credit Event(s) and/or Commodit(y)(ies) and/or other variable is impossible or impracticable or otherwise disrupted:	For detailed information see Annex 1	
	<ul><li>(vi) Payment Date:</li><li>(vii) Minimum Final Redemption Amount:</li></ul>		16 March 2015 subject to the Following Business Day Convention	
			100.00% of the Nominal Amount	
	(viii)	Maximum Final Redemption Amount:	Not Applicable	
23	Redemption of Reverse Convertible Notes (Cash-or-Share Notes, Cash-or-Fund Notes, Cash-or-Commodity Notes, Cash- or-Currency Notes, Cash-or-Future Notes)		Not Applicable	
24	-	Redemption Amount		
	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption		With respect to each Note the Early Redemption Amount payable upon redemption in accordance with Condition 6 or following an Event of Default according to Condition 10 shall be an amount equal to the market	

and/or the method of calculating the same (if required or if different from that set out in the Conditions):

value of such Note on the date of early redemption, adjusted to account fully for any losses, expenses and costs to the Issuer (or any of its affiliates) of unwinding any underlying or related hedging and funding arrangements, all as determined by the Issuer in its sole and absolute discretion.

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25 Form of Notes:

Notes governed by Austrian law:

Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is not exchangeable for Definitive Notes.

- 26 New Global Note
- 27 Financial Centre(s) or other special provisions relating to Payment Dates:
- 28 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):
- 29 Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:
- **30** Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:
- **31** Redenomination, renominalisation and reconventioning provisions:
- 32 Consolidation provisions:
- **33** Other final terms:

Prague, TARGET

No

No

Not Applicable

Not Applicable

Not Applicable

Not Applicable

The Issuer may (but is not obliged to) repurchase Notes if requested by Noteholders to do so, and will repurchase such Notes at an amount equal to the market value of such Note on the date of repurchase, adjusted to account fully for any losses, expenses and costs to the Issuer (or any of its affiliates) of unwinding any underlying or related hedging and funding arrangements, all as determined by the Issuer in its sole and absolute discretion.

# DISTRIBUTION

**34** (i) If syndicated, names and addresses of Managers and underwriting commitments:

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- (ii) Date of Subscription Agreement:
- (iii) Stabilising Manager(s) (if any):
- **35** If non-syndicated, name and address of Dealer:
- **36** Total commission and concession:

Not Applicable

Not Applicable Not Applicable Erste Group Bank AG

Not Applicable

37	U.S. Selling Restrictions	TEFRA D
38	Non-exempt Offer:	An offer of the Notes may be made by Česká spořitelna, a.s. other than pursuant to Article 3(2) of the Prospectus Directive in the Czech Republic ("Public Offer Jurisdiction") starting on 29 February 2012. See further detail in paragraph 11 of Part B below.
39	Additional selling restrictions:	Not Applicable
40	Jurisdiction and Governing Law:	Austrian
41	Binding language:	English
42	Domestic or International Notes	Domestic

# **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue of the Notes described herein pursuant to the €30,000,000,000 Debt Issuance Programme of Erste Group Bank AG.

# RESPONSIBILITY

The Issuer accepts responsibility for the information contained in these Final Terms.

Erste Group Bank AG as the Issuer.

By:

By:

Authorised Officer

Authorised Officer

## PART B - OTHER INFORMATION

# 1. LISTING AND ADMISSION TO TRADING

Admission to trading:

(i) Listing:

none Not Applicable

# 2. RATINGS

Ratings:

(ii)

The Notes to be issued have not been rated.

# 3. NOTIFICATION

The Commission de surveillance du secteur financier (CSSF - Luxembourg) has provided the Finanzmarktaufsichtbehörde (FMA – Austria), Bundesanstalt für Finanzdienstleistungsaufsicht (Bafin - Germany), Commissione Nazionale per le Società e la Borsa (CONSOB – Italy), Malta Financial Services Authority (MFSA – Malta), Commission de surveillance du secteur financier (CSSF - Luxembourg), Hungarian Financial Supervisory Authority (PSZÁF - Hungary), Czech National Bank (CNB - Czech Republic), National Bank of Slovakia (NBS - Slovak Republic), Securities Market Agency (Slovenia) and Romanian National Securities Commission (Romania) with a certificate of approval attesting that the Prospectus has been drawn up in accordance with the Prospectus Directive

# 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER]

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

#### 5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i)	Reasons for the offer:	See "Use of Proceeds" wording in Prospectus
(ii)	Estimated net proceeds:	Not Applicable
(iii)	Estimated total expenses:	EUR 3,000

#### 6. Fixed Rate Notes only - YIELD

Indication of yield:

Not Applicable

# 7. Floating Rate Notes only - HISTORIC INTEREST RATES

#### Not Applicable

8. Index-linked or Equity-linked or Fund-linked or Credit-linked or Commodity-linked or Future-linked or other variable-linked Notes only - PERFORMANCE OF INDEX/FORMULA/UNDERLYING EQUITY/FUND/CREDIT EVENT/COMMODITY/FUTURE/OTHER VARIABLE, EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

The Notes are linked to the performance of the EURO STOXX 50® as set forth in Annex 1.

Indices may be very volatile and may lose in value.

Further Information regarding the underlying index may be obtained from the Index Sponsor and information providers like Reuters and Bloomberg.

# 9. *Dual Currency Notes only* - PERFORMANCE OF RATE[S] OF EXCHANGE AND EXPLANATION OF EFFECT ON VALUE OF INVESTMENT

Not Applicable

(iv) Delivery:

#### 10. OPERATIONAL INFORMATION

(i) ISIN Code:	AT000B006671
(I) ISIN Code:	A1000B000071

- (ii) Common Code: Not Applicable
- (iii) Clearing system(s)
   a) for International Notes: Euroclear Bank S.A./N.V./Clearstream Banking, Société Anonyme
   b) for Domestic Notes: OeKB and Euroclear Bank S.A./N.V. /
  - Clearstream Banking, Société Anonyme through an account held with OeKB Delivery against payment
- (v) Names and addresses of initial Paying Agent(s):
   (vi) Names and addresses of additional Not applicable

No

Not Applicable

(vii) Names and addresses of Delivery Agent (s) (if not BNP Paribas):

Paying Agent(s) (if any):

(viii) Intended to be held in a manner which would allow Eurosystem eligibility.

## 11. Terms and Conditions of the Offer

(i)	Offer Price:	Issue Price
(ii)	Conditions to which the offer is subject:	Not Applicable
(iii)	Time period, including any possible amendments, during which the offer will be open and description of the application process:	Not Applicable
(iv)	Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
(v)	Details of the minimum and/or maximum amount of application:	Not Applicable
(vi)	Details of the method and time limits for paying up and delivering the Notes:	Not Applicable
(vii)	Manner in and date on which results of the offer are to be made public:	Not Applicable
(viii)	Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
(ix)	Categories of potential investors to	Not Applicable

which the Notes are offered and whether tranche(s) have been reserved for certain countries:

- Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:
- (xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser:
- (xii) Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.

Not Applicable

Not Applicable

Distributor in the Czech Republic is Česká spořitelna, a.s., Olbrachtova 1929/62, 140 00 Praha 4, Czech Republic Annex 1

#### 1. Calculation of the Redemption Price:

The Notes will be redeemed on the Maturity Date. The Redemption Price will be calculated by the Calculation Agent depending on the performance of the **EURO STOXX 50**<sup>®</sup> (the "Index").

The Redemption Price equals the Notional Amount plus the sum of 3 annual coupons which are determined as follows:

$$100\% + \sum_{i=1}^{3} Coupon_i$$

Whereby:

#### Coupon 1:

 $Coupon_1 = 3\%$ 

#### Coupons 2 and 3:

The Issuer will determine the Official Closing Price of the Index on each Observation Day as defined below. For Coupon i=2 the Official Closing Price for t = 0 up until t = 12 are considered and the worst performance out of these 12 monthly Index performances so determined will be added to the value of 8% to calculate Coupon t = 2. For Coupon i=3 the Official Closing Prices for t = 12 up until t = 24 are considered and the worst Index performance out of these 12 monthly performances so determined will be added to the value of 8% to calculate Coupon t = 3.

Coupons 2 and 3 are calculated in accordance with the following formula:

$$Coupon_{i=2,3} = Max \left( 0\%; 8\% + \underset{j=1,\dots,12}{Min} \left( \frac{\operatorname{Pr}ice_{12^{*}(i-2)+j}}{\operatorname{Pr}ice_{12^{*}(i-2)+j-1}} - 1 \right) \right)$$

#### 2. With respect to these provisions the following terms will apply:

Price (t)	The Official Closing Price of the Index at Observation $Day(t)$ for t=0,,24		
EURO STOXX 50®	EURO STOXX $50^{\ensuremath{\mathbb{R}}}$ (the "Index), as displayed on the Bloomberg page SX5E Index.		
	Information regarding the Index may be obtained from the Index Sponsor Stoxx Ltd. or information providers like Reuters and Bloomberg. For further details regarding the Index see Annex 2.		
Max ()	The higher of the values in brackets is applicable		
Observation Days	1st day of each calendar month starting on Initial Fixing Date and ending on Final Fixing Date (t=0,, 24), subject to adjustment in accordance with the Business days for Equity Fixing		
Business days for Equity Fixing	If any Observation Day for the Index is not a Scheduled Trading Day, the relevant fixing date shall be the official closing level on the immediately following Scheduled Trading Day for the Index provided that such Scheduled Trading day is not a Disrupted Day.		

Initial Fixing Date	1 <sup>st</sup> March 2013				
Final Fixing Date	2 <sup>nd</sup> March 2015				
Closing Price	Value of the Index at the Valuation Time.				
Scheduled Trading Day:	With respect to the Index any day on which (i) the Index Sponsor is scheduled to publish the level of the Index, and (ii) the Related Exchange is scheduled to be open for trading during their respective regular trading sessions.				
Exchange:	With respect to the Index, in respect of each component security of this Index (each a "Component Security"), the principal stock exchange on which such Component Security is principally traded, as determined by the Calculation Agent.				
Related Exchange:	With respect to the Index each exchange or quotation system where trading has a material effect on the overall market for futures or options contracts relating to the Index.				
Exchange Business Day:	With respect to the Index, any Scheduled Trading Day on which (i) the Index Sponsor publishes the level of the Index, and (ii) the Related Exchanges are open for trading during their respective regular trading sessions, notwithstanding any such Exchange or Related Exchange closing prior to its Scheduled Closing Time.				
Valuation Time:	With respect to the Index (i) for the purposes of determining whether a Market Disruption Event has occurred: (a) in respect of any Component Security, the Scheduled Closing Time on the Exchange in respect of such Component Security, and (b) in respect of any options contracts or future contracts on the Index, the close of trading on the Related Exchange; and (ii) in all other circumstances, the time at which the official closing level of the Index is calculated and published by the Index Sponsor.				
Index Sponsor:	Stoxx Ltd. or any successor sponsor thereof.				
Scheduled Closing Time:	In respect of an Exchange or Related Exchange and a Scheduled Trading Day, any scheduled weekday closing time of such Exchange or Related Exchange, without regard to after hours or any other trading outside of the regular trading session hours.				
Disrupted Day:	(I) With respect to the Index: Any Scheduled Trading Day on which: (i) the Index Sponsor fails to publish the level of the Index; (ii) the Related Exchange fails to open for trading during its regular trading session; or (iii) a Market Disruption Event has occurred.				
Market Disruption Event:	(I) With respect to the Index either:				
	(i) (a) the occurrence or existence, in respect of any Component Security, of:				
	(1) a Trading Disruption, which the Calculation Agent determines is material, at any time during the one hour period that ends at the relevant Valuation Time in respect of the Exchange on which such Component				

respect of the Exchange on which such Component

Security is principally traded;

			(2)	an Exchange Disruption, which the Calculation Agent determines is material, at any time during the one hour period that ends at the relevant Valuation Time in respect of the Exchange on which such Component Security is principally traded; OR
			(3)	an Early Closure; AND
		(b)	a Trac Closur	gregate of all Component Securities in respect of which ding Disruption, an Exchange Disruption or an Early re occurs or exists comprises 20 per cent. or more of the f the Index; OR
	(ii)	relating Disrupt materia	g to the tion, wh al, at ar ion Time	e or existence, in respect of futures or options contracts Index, of: (a) a Trading Disruption; (b) an Exchange ich in either case the Calculation Agent determines is ny time during the one hour period that ends at the e in respect of the Related Exchange; or (c) an Early
	res res con bas to t usi	pect of pect of a stribution sed on a hat Com ng the o	the Inde a Compo of that compari ponent s fficial op	determining whether a Market Disruption Event exists in ex at any time, if a Market Disruption Event occurs in ponent Security at that time, then the relevant percentage Component Security to the level of the Index shall be son of (x) the portion of the level of the Index attributable Security to (y) the overall level of the Index, in each case pening weightings as published by the Index Sponsor as opening data".
Trading Disruption:	by f rea Exc Sec	the relev son of r change c curity on	ant Excl noveme or Relate the Exc	Index any suspension of or limitation imposed on trading nange or Related Exchange or otherwise and whether by nts in price exceeding limits permitted by the relevant ed Exchange or otherwise: (i) relating to any Component change in respect of such Component Security; or (ii) in portracts relating to the Index on the Related Exchange.
Exchange Disruption:	or i par (i) a Sec	impairs ticipants any Com	(as dete in gene ponent : r (ii) futi	ex, any event (other than an Early Closure) that disrupts prmined by the Calculation Agent) the ability of market ral to effect transactions in, or obtain market values for: Security on the Exchange in respect of such Component ures or options contracts relating to the Index on the
Early Closure:	any Clo Rel of: Exc Bus the	Compo sing Tim ated Exc (i) the change o siness D Exchan	onent Se he unless change ( actual o or Relate ay; and ige or R	Exchange Business Day of the Exchange in respect of ecurity or the Related Exchange prior to its Scheduled a such earlier closing is announced by such Exchange or fas the case may be) at least one hour prior to the earlier closing time for the regular trading session on such ed Exchange (as the case may be) on such Exchange (ii) the submission deadline for orders to be entered into the telated Exchange system for execution at the relevant such Exchange Business Day.

**Index Adjustment** 

a) If the relevant Index is (i) not calculated and announced by the Index Sponsor but is calculated and announced by a successor sponsor acceptable to the Calculation Agent, or (ii) replaced by a successor index using, in the determination of the Calculation Agent, the same or a substantially similar formula for and method of calculation as used in the calculation of that Index, then in each case that index (the "Successor Index") will be deemed to be the Index.

If (i) on or prior to the Final Observation Date, the relevant Index Sponsor makes a material change in the formula for or the method of calculating that Index or in any other way materially modifies that Index (other than a modification prescribed in that formula or method to maintain that Index in the event of changes in constituent stock and capitalization and other routine events) (an "Index Modification") or permanently cancels the Index and no Successor Index exists (an "Index Cancellation") or (ii) on the Final Observation Date, the Index Sponsor fails to calculate and announce a relevant Index (an "Index Disruption" and together with an Index Modification and an Index Cancellation, each an "Index Adjustment Event"), then the Calculation Agent shall determine if such Index Adjustment Event has a material effect on these Notes and, if so, shall calculate the relevant value of the relevant Index using, in lieu of a published level for that Index, the level for that Index as at the Final Observation Date as determined by the Calculation Agent in accordance with the formula for and method of calculating that Index last in effect prior to that change, failure or cancellation, but using only those securities that comprised that Index immediately prior to that Index Adjustment Event.

#### Annex 2

#### DISCLAIMER EURO STOXX 50<sup>®</sup>

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