

## Final Terms dated 26 March 2012

### Erste Group Bank AG

Issue of EUR 500,000,000 3.375% Senior Unsecured Notes due 28 March 2017

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

#### 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 2010 and the supplements to the Prospectus dated 11 October 2011 and 31 October 2011 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (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 supplements 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>.

1	Issuer:	Erste Group Bank AG
2	(i) Series Number:	1097
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	EUR
4	Aggregate Nominal Amount of Notes:	
	(i) Series:	EUR 500,000,000.00
	(ii) Tranche:	EUR 500,000,000.00
5	Issue Price:	99.778 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
7	(i) Issue Date:	28 March 2012
	(ii) Interest Commencement Date:	The Issue Date
8	Maturity Date:	28 March 2017
9	Interest Basis:	3.375 per cent. <i>per annum</i> Fixed Rate (further particulars specified below)
10	Redemption/Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Put/Call Options:	Not Applicable
13	(i) Status of the Notes:	Senior
	(iii) Date Board approval for issuance of Notes obtained:	according to Overall Planning Approval of Management Board dated 22 November 2011, a resolution of the Strategy Committee of the Supervisory Board passed on 30 November 2011, and a resolution of the Supervisory Board of the Issuer passed on 14 December 2011
14	Method of distribution:	Syndicated

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

<b>15</b>	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	3.375 per cent. <i>per annum</i> payable annually in arrears
	(ii) Interest Payment Dates:	28 March in each year from and including 28 March 2013, adjusted in accordance with Following Business Day Convention
	(iii) Fixed Coupon Amount[(s)]:	Not Applicable
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA), Unadjusted
	(vi) Interest Determination Dates:	Not Applicable
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	Not Applicable
<b>16</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>17</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>18</b>	<b>Index-linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
<b>19</b>	<b>Dual Currency Note Provisions</b>	Not Applicable

## PROVISIONS RELATING TO REDEMPTION

<b>20</b>	<b>Call Option</b>	Not Applicable
<b>21</b>	<b>Put Option</b>	Not Applicable
<b>22</b>	<b>Final Redemption Amount of each Note</b>	
	In cases where the Final Redemption Amount is Index-Linked or other variable-linked:	Not Applicable
<b>23</b>	<b>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)</b>	Not Applicable
<b>24</b>	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) of each Note payable on redemption for taxation reasons or on event of default or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions):	According to Clause 6 of the Terms and Conditions of the Notes

## GENERAL PROVISIONS APPLICABLE TO THE NOTES

<b>25</b>	Form of Notes:	Bearer
		Temporary Global Note exchangeable for Permanent Global Note exchangeable for Definitive Notes in the

		limited circumstances specified in the Permanent Global Note
<b>26</b>	New Global Note	Yes
<b>27</b>	Financial Centre or other special provisions relating to Payment Dates:	TARGET
<b>28</b>	Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):	No
<b>29</b>	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:	Not Applicable
<b>30</b>	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
<b>31</b>	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
<b>32</b>	Consolidation provisions:	Not Applicable
<b>33</b>	Other final terms:	Not Applicable
<b>DISTRIBUTION</b>		
<b>34</b>	(i) If syndicated, names of Managers	<u>Joint Lead Managers:</u>  ERSTE GROUP BANK AG Graben 21 1010 Vienna Austria  HSBC BANK PLC 8 Canada Square London, E145HQ United Kingdom  <u>Co-lead Manager:</u>  RAIFFEISEN BANK INTERNATIONAL AKTIENGESELLSCHAFT Am Stadtpark 9 1030 Vienna Austria
	(ii) Stabilising Manager(s) (if any):	Not Applicable
<b>35</b>	If non-syndicated, name of Dealer:	Not Applicable
<b>36</b>	U.S. Selling Restrictions	Reg S Compliance Category 2, TEFRA D

<b>37</b>	Additional selling restrictions:	Not Applicable
<b>38</b>	Jurisdiction and Governing Law:	English
<b>39</b>	Binding language:	English
<b>40</b>	Domestic or International Notes	International

## **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the Vienna Stock Exchange 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:

Authorised Officer

By:

Authorised Officer

## PART B - OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing: Vienna, *Geregelter Freiverkehr*
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Vienna Stock Exchange
- (iii) Estimate of total expenses related to admission to trading: max EUR 2,900.00

### 2. RATINGS

- Ratings: The Notes to be issued have been rated:  
S & P: A  
Moody's: A1
- Standard & Poor's and Moody's are established in the European Community and registered in accordance with Regulation (EC) No 1060/2009.

### 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), 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: EUR 497,890,000
- (iii) Estimated total expenses: EUR 3,000

### 6. Fixed Rate Notes only - YIELD

- Indication of yield: 3.424 per cent. *per annum*  
Calculated as the effective interest rate on the Notes on the Issue Date by reference to the internal rate of return.
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**7. *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**

Not Applicable.

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

Not Applicable.

**9. OPERATIONAL INFORMATION**

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|---|---|
| (i) ISIN Code:  | XS0765299655  |
| (ii) Common Code:   | 076529965   |
| (iii) Clearing system(s)  |   |
| a) for International Notes:   | Euroclear Bank S.A./N.V. / Clearstream Banking, Société Anonyme   |
| b) for Domestic Notes:  | Not Applicable.   |
| (iv) Delivery:  | Delivery against payment  |
| (v) Names and addresses of initial Paying Agent:                                | BNP Paribas Securities Services,<br>Luxembourg Branch<br>33 rue de Gasperich<br>Howald-Hesperange<br>2085 Luxembourg  |
| (vi) Names and addresses of additional Paying Agent(s) (if any):                | Not Applicable.   |
| (vii) Intended to be held in a manner which would allow Eurosystem eligibility. | Yes<br>Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem, either upon issue, or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met. |