

## Final Terms dated 09.05.2012

### Erste Group Bank AG

Tap issue of Erste Group Rainbow Bond due 2015  
("Erste Árupiaci Kötvény 2.")

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 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> and at the Hungarian Distributor Erste Investment Ltd. (H-1138 Budapest, Népfürdő u. 24-26. licence no.: III/75.005-19/2002 member of BÉT and Deutsche Börse AG) and [www.erstebroker.hu](http://www.erstebroker.hu). Method of issue: subscription. The place of the subscription: Erste Befektetési Zrt. and in the opening hours of the Premium Banking and Private Banking branches determined in the actual Announcement of Erste Befektetési Zrt and Erste Bank Hungary Zrt. Way of subscription: via recorded telephone lines or by fax or personally or by way of proxy by signing the subscription form starting on 11 May 2012. Conditions of valid subscription: account keeping with Erste Befektetési Zrt.; fully and validly accepting the subscription form; the whole subscribed amount shall be available on the account of client held at Erste Befektetési Zrt. not later than the Issue Date (25 May 2012).

<b>1</b>	Issuer:	Erste Group Bank AG
<b>2</b>	(i) Series Number:	1102
	(ii) Tranche Number:	1
<b>3</b>	Specified Currency or Currencies:	Hungarian Forint ("HUF")
<b>4</b>	Aggregate Nominal Amount of Notes:	Tap issue ("Daueremission") up to HUF 27,500,000,000

	(i) Series:	
	(ii) Tranche:	
5	Issue Price:	Initially 100 % of the Aggregate Nominal Amount and fixed thereafter by the Issuer according to prevailing market conditions.
6	(i) Specified Denominations:	HUF 500,000
	(ii) Calculation Amount:	Specified Denomination
7	(i) Issue Date:	25 May 2012
	(ii) Interest Commencement Date:	Not Applicable
8	Maturity Date:	25 May 2015
9	Interest Basis:	Not applicable
10	Redemption/Payment Basis:	Commodity-linked Redemption
11	Change of Interest or 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

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15	<b>Fixed Rate Note Provisions</b>	Not Applicable
16	<b>Floating Rate Note Provisions</b>	Not Applicable
17	<b>Zero Coupon Note Provisions</b>	Not Applicable
18	<b>Index-linked Interest Note/other variable-linked interest Note Provisions</b>	Not Applicable
19	<b>Dual Currency Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

20	<b>Call Option</b>	Not Applicable
21	<b>Put Option</b>	Not Applicable
22	<b>Final Redemption Amount of each Note</b>	
	In cases where the Final Redemption Amount is Index-Linked or other variable-linked:	Applicable
	(i) Index/Formula/other variable:	The Final Redemption Amount will be calculated by the Calculation Agent depending on the performance of the underlying <b>Commodity Basket</b> . Details specified in the Annex.
	(ii) Party responsible for calculating the Final Redemption Amount (if not the Agent):	Erste Group Bank AG
	(iii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable:	The Final Redemption Amount will be calculated by the Calculation Agent depending on the performance of the underlying <b>Commodity Basket</b> . For detailed information see Annex.
	(iv) Determination Date(s):	For detailed information see Annex

(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 Commodity(y)(ies) and/or other variable is impossible or impracticable or otherwise disrupted:	For detailed information see Annex
(vi) Payment Date:	25 May 2015 subject to the Following Business Day Convention
(vii) Minimum Final Redemption Amount:	100.00% of the Nominal Amount
(viii) Maximum Final Redemption Amount:	Not Applicable
<b>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)</b>	Not Applicable
<b>24 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):	With respect to each Note the Early Redemption Amount payable upon redemption in accordance with Condition 6(c) or following an Event of Default according to Condition 10 shall be an amount equal to the market 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**

<b>25</b> 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.
<b>26</b> New Global Note	No
<b>27</b> Financial Centre(s) or other special provisions relating to Payment Dates:	Budapest, 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	Not Applicable

which each payment is to be made:

- |           |  |  |
|-----------|--|--|
| <b>31</b> | Redenomination, renominatisation and reconventioning provisions: | Not Applicable   |
| <b>32</b> | Consolidation provisions:  | Not Applicable   |
| <b>33</b> | Other final terms:   | <p>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, and adjusted by an early redemption fee in the amount of 4.00 % for the one-month-period starting at the Issue Date, with a decreasing early redemption fee of 20 basis points for each of the following one-month-periods* (i.e. 3.80 % for the second one-month-period, 3.60 % for the third one-month-period and so on) down to 0%. The basis for the calculation of the redemption fee is the Nominal Amount asked to be redeemed.</p> <p>*Each one-month period shall start at the same day of the month as the day of the Issue Date.</p> |

#### **DISTRIBUTION**

- |           |  |  |
|-----------|--|--|
| <b>34</b> | (i) If syndicated, names and addresses of Managers and underwriting commitments: | Not Applicable   |
|           | (ii) Date of Subscription Agreement:   | Not Applicable   |
|           | (iii) Stabilising Manager(s) (if any):   | Not Applicable   |
| <b>35</b> | If non-syndicated, name and address of Dealer:                                   | Erste Group Bank AG  |
| <b>36</b> | Total commission and concession:   | Not Applicable   |
| <b>37</b> | U.S. Selling Restrictions  | TEFRA D  |
| <b>38</b> | Non-exempt Offer:  | <p>An offer of the Notes may be made by Erste Investment Ltd. other than pursuant to Article 3(2) of the Prospectus Directive in Hungary ("Public Offer Jurisdiction") starting on 11 May 2012.</p> <p>See further detail in paragraph 11 of Part B below.</p> |
| <b>39</b> | Additional selling restrictions:   | Not Applicable   |
| <b>40</b> | Jurisdiction and Governing Law:  | Austrian   |
| <b>41</b> | Binding language:  | English  |
| <b>42</b> | Domestic or International Notes  | Domestic   |

**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 will be made by the Issuer for the Notes to be admitted to trading on the Vienna Stock Exchange. |

### **2. RATINGS**

Ratings: 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 underlying **Commodity Basket**. The average performance of each component out of a basket of four commodities will be ranked and weightings of 40 % for the best performing Component and 20 % for the other Components will be allocated. The redemption amount equals the average value of the weighted performances. In any case an investor will at least receive 100.00% of the Notional Amount invested into the Notes at redemption (capital guarantee at redemption).

Commodities are risky assets and may be very volatile. All of these commodities in the **Commodity Basket** may lose in value and the Final Redemption Amount may be only 100 per cent of the investment, returning no yield on the investment.

Further Information regarding the underlying commodities may be obtained from 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

**10. OPERATIONAL INFORMATION**

- |  |  |
|--|--|
| (i) ISIN Code:   | AT000B007075   |
| (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 |
| (iv) Delivery:   | Delivery against payment   |
| (v) Names and addresses of initial Paying Agent(s):                              | Erste Group Bank AG, Graben 21, 1010 Vienna  |
| (vi) Names and addresses of additional Paying Agent(s) (if any):                 | Not applicable   |
| (vii) Names and addresses of Delivery Agent (s) (if not BNP Paribas):            | Erste Group Bank AG  |
| (viii) Intended to be held in a manner which would allow Eurosystem eligibility. | No   |

## 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 which the Notes are offered and whether tranche(s) have been reserved for certain countries:	Not Applicable
(x) Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
(xi) Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
(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.	Hungarian Distributor Erste Investment Ltd. (H-1138 Budapest, Népfürdő u. 24-26.) and in the opening hours of the Premium Banking and Private Banking branches determined in the actual Announcement of Erste Befektetési Zrt. and Erste Bank Hungary Zrt



## Annex

### Determination of the Final Redemption Amount:

The Final Redemption Amount will be calculated by the Calculation Agent depending on the performance of the underlying Commodity Basket and will be determined according to the following formulas:

$$\text{Final Redemption Amount: Denomination} * \left[ 1 + \text{MAX} \left( \sum_{k=1}^4 [w_k \times \text{Comdity\_Average}_k], 0\% \right) \right]$$

The Calculation Agent will, on each of the Observation Dates<sub>t</sub>, determine the respective Closing level of the four Commodities and calculate the average of the 12 Performance values for each of the Commodity. Then the Commodity with the highest average performance (k-best performing Component) is allocated to the 40 per cent weighting whereas the three remaining Components are allocated to the 20 per cent weightings. The Calculation Agent will then determine the respective average value of the weighted performances of all four Commodities, with a floor at 0.00 per cent (capital guarantee at redemption).

With respect to these provisions the following terms will apply:

<b>Max [ ]</b>	The higher of the values in brackets is applicable		
<b>W<sub>k</sub></b>	Weight corresponding to the k-best performing commodity of the basket for k is 1 to 4 W <sub>k</sub> =[40%, 20%, 20%, 20%]		
<b>Comdity_Average<sub>k</sub></b>	k-best performing comdity_average,		
<b>Comdity_Average<sub>t</sub></b>	$\text{Comdity\_Average}_t = \frac{1}{12} \sum_{i=1}^{12} \left( \frac{\text{Comdity}_t}{\text{Comdity}_{\text{Initial}}} - 1 \right)$		
<b>Comdity<sub>t</sub></b>	Closing level of the Commodity on Observation Date <sub>t</sub>		
<b>Comdity<sub>Initial</sub></b>	Closing level of the Commodity on Strike Date		
<b>Performance</b>	The performance of a Commodity between the Strike Date and a respective Observation Date <sub>t</sub> .		
<b>Closing level</b>	Means the daily fixing level of the respective Commodity in the basket		
<b>Underlying basket (Commodity)</b>	<b>Commodity</b>	<b>Bloomberg</b>	<b>Exchange</b>
	WTI front contract	CL1 Comdty	Nymex
	Gold	GOLDLNPM <Index>	London Bullion Market Association
	Sugar	SB1 Comdty	NYB-ICE Futures US Softs
	Wheat	W A Comdity	CBT-Chicago Board of Trade
<b>Strike Date</b>	24 May 2012.		
	If the Strike Date or an Observation Date is not an Exchange Business Day then the next day which is an Exchange Business Day will be the applicable Strike Date, or Observation Date, respectively.		
<b>Observation Dates (t)</b>	2012-08-20 (t=1)	2013-08-19 (t=5)	2014-08-18 (t=9)
	2012-11-19 (t=2)	2013-11-18 (t=6)	2014-11-18 (t=10)
	2013-02-19 (t=3)	2014-02-18 (t=7)	2015-02-18 (t=11)
	2013-05-20 (t=4)	2014-05-19 (t=8)	2015-05-18 (t=12)

**Exchange Business Day** With respect to the Components, any day on which the respective Exchange is scheduled to be open for trading during their respective regular trading sessions.

## **2. Market Disruption:**

If a Market Disruption (as defined below) occurs with respect to a Commodity on an Observation Date then the Issuer will determine the Closing levels of the other Components for which no such Market Disruption has occurred as of the scheduled Observation Date, and with respect to the Commodity for which a Market Disruption has occurred the Observation Date will be deferred until such date on which such Market Disruption has ceased to exist. If such Market Disruption is continuing up until the fifth Exchange Business Day after its occurrence then such day will be the Observation Date with respect to this Commodity and the Issuer will determine the fair price for this Commodity in its sole and absolute discretion.

A Market Disruption means a) if the Commodity is traded on an exchange, a temporary suspension or material limitation of trading in such commodities or the calculation and publication of the respective price of the commodities on the relevant Exchange and/or the relevant options exchange (which, if not specified otherwise, shall be such exchange and/or option exchange on which such commodities and/or options relating thereto are traded on the Issue Date), if such suspension or limitation occurs or continues to exist in the hour prior to the point in time when calculation of the closing price of the shares is usually effected. A limitation of the hours or number of days on which trading takes place shall not constitute a market disruption if the limitation is based on a previously announced change at the relevant exchange and/or options exchange. A limitation which occurs in the course of a day due to movements of prices exceeding certain predetermined thresholds shall only constitute a market disruption if such limitation continues to exist until the end of the trading session on the respective day, or b) a price of the commodities is not published or a determination of the price is not possible for other reasons.