

Final Terms dated 4 June 2009**Erste Group Bank AG**

Issue of €1,000,000,000 4.250% Mortgage Backed Austrian Pfandbriefe due 2016

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 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 in that Relevant Member State of the Notes may only do so in 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. 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 12 August 2008 and the supplemental Prospectuses dated 17 November 2008, 2 January 2009 and 16 April 2009 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 is available for viewing at 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 www.erstegroup.com.

1	Issuer	Erste Group Bank AG
2	(i) Series Number:	805
	(ii) Tranche Number:	1
	(If fungible with an existing Series, details of that Series, including the date on which the Notes become fungible).]	Not Applicable
3	Specified Currency or Currencies:	EUR
4	Aggregate Nominal Amount:	EUR 1,000,000,000
	(i) Series:	EUR 1,000,000,000
	(ii) Tranche:	EUR 1,000,000,000
5	Issue Price:	98.837% of the Aggregate Nominal Amount
6	(i) Specified Denomination:	EUR 1,000
		Notes may only be transferred with an aggregate denomination of at least EUR 50,000
	(ii) Calculation Amount:	Specified Denomination

7	(i) Issue Date:	8 June 2009
	(ii) Interest Commencement Date:	8 June 2009
8	Maturity Date:	8 June 2016
9	Interest Basis:	4.250% Fixed Rate
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:	Pfandbrief
	(ii) Date Board approval for issuance of Notes obtained:	Issued according to the Overall Planning Approval of Management Board dated 18 November 2008 and Supervisory Board dated 11 December 2008
14	Method of distribution:	Syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Applicable
	(i) Rate[(s)] of Interest:	4.250% per annum payable annually in arrear
	(ii) Interest Payment Date(s):	8 June in each year (adjusted for payment only in accordance with the Following Business Day Convention), commencing on 8 June 2010
	(iii) Fixed Coupon Amount:	Not Applicable
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual ICMA (unadjusted)
	(vi) Interest Determination Dates:	8 June in each year
	(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes:	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	Not Applicable
19	Dual Currency Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

20	Call Option	Not Applicable
21	Put Option	Not Applicable
22	Final Redemption Amount of each Note	
	In cases where the Final Redemption Amount is Index-Linked or other variable-linked:	Not Applicable
23	Redemption of Reverse Convertible Notes (Cash-or-Share Notes, Cash-or-Fund Notes,	Not Applicable

Cash-or-Commodity Notes, Cash-or-Currency Notes, Cash-or-Future Notes)**24 Early Redemption Amount**

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**25 Form of Notes:**

Notes governed by Austrian law:

Bearer Notes:

Permanent Global Note which is not exchangeable for Definitive Notes

26 New Global Note:

Yes

27 Financial Centre(s) or other special provisions relating to payment dates:

TARGET

28 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):

No

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]:

Not Applicable

30 Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:

Not Applicable

31 Redenomination, renominalisation and reconventioning provisions:

Not Applicable

32 Consolidation provisions:

Not Applicable

33 Other final terms:

Not Applicable

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

Joint Lead Managers:
BARCLAYS BANK PLC
The North Colonnade
Canary Wharf
London E14 4BB
United Kingdom

COMMERZBANK AKTIENGESELLSCHAFT
Kaiserplatz

D - 60311 Frankfurt am Main
Germany

ERSTE GROUP BANK AG
Graben 21
A-1010 Vienna
Austria

Co-Lead Managers:

CITIGROUP GLOBAL MARKETS LIMITED.
DZ BANK AG DEUTSCHE ZENTRAL-
GENOSSENSCHAFTSBANK, FRANKFURT AM
MAIN
LANDESBANK BADEN-WÜRTTEMBERG

	(ii) Date of Subscription Agreement:	4 June 2009
	(iii) Stabilising Manager(s) (if any):	Not Applicable
35	If non-syndicated, name and address of Dealer:	Not Applicable
36	Total commission and concession:	0.325% of the Aggregate Nominal Amount
37	U.S. Selling Restrictions:	TEFRA C
38	Non-exempt Offer:	Not Applicable
39	Additional selling restrictions:	Not Applicable
40	Jurisdiction and Governing Law:	Austrian
41	Binding language	English
42	Domestic or International Notes:	International Notes

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**

- | | |
|----------------------------|--|
| (i) Listing: | Vienna |
| (ii) Admission to trading: | Application has been made by the Issuer for the Notes to be admitted to trading on the Geregelter Freiverkehr on the Vienna Stock Exchange with effect from 9 June 2009. |

2. RATINGS

- | | |
|----------|---|
| Ratings: | The Notes to be issued have been rated:
Moody's: Aaa |
|----------|---|

3. NOTIFICATION

The Finanzmarktaufsichtbehörde has provided the 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 Securities Commission (SEC - Czech Republic), National Bank of Slovakia (NBS - Slovak Republic), Polish Securities and Exchange Commission (KPWIG - Warszawa), 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 985,120,000 |
| (iii) Estimated total expenses: | EUR 2,900 |

6. Fixed Rate Notes only - YIELD

- | | |
|----------------------|--|
| Indication of yield: | 4.447% |
| | Calculated as the effective interest rate on the Notes by taking into account accrued interest on a daily basis (ICMA method) on the Issue Date. |
| | As set out above, the yield is calculated at the Issue Date on the basis of the Issue |

Price. It is not an indication of future yield.

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

Not Applicable.

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

Not Applicable.

10. OPERATIONAL INFORMATION

ISIN Code:	XS0432079381
Common Code:	043207938
German Securities Code (WKN)	EB1CSQ
Clearing systems:	Euroclear Bank S.A./N.V. / Clearstream Banking, Société Anonyme
Delivery:	Delivery against payment
Names and addresses of initial Paying Agent:	The Bank of New York Mellon One Canada Square London E145AL United Kingdom
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility.	Yes 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. Note also that this Programme contemplates that Notes may be issued in NGN form even if the designation "No" is selected above. See also Part A – Item 25.

11. Terms and Conditions of the Offer

Offer Price:	98.837%
Conditions to which the offer is subject:	Not Applicable
Description of the application process:	Not Applicable
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
Details of the minimum and/or maximum amount of application:	Applications will only be accepted for Notes with a total denomination of at least EUR 50,000
Details of the method and time limits for paying up and delivering the Notes:	Not Applicable
Manner in and date on which results of the offer are to be made public:	Not Applicable
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Categories of potential investors to which the Notes are offered and whether tranche(s) have been reserved for certain countries:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	None