

## Erste Group Bank AG

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

### Warrants 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 by Federal Law Gazette I No. 48/2018 (*Kapitalmarktgesetz*, the "**KMG**") in conjunction with § 30 (2) of the Austrian Capital Market Act 2019, Federal Law Gazette I No. 62/2019 (*Kapitalmarktgesetz 2019*) and Article 46 of the Regulation (EU) 2017/1129 and is supplemental to, and should be read in conjunction with, the prospectus dated 11 July 2019 (the "**Original Prospectus**" and together with Prospectus Supplement No. 1 dated 4 September 2019, the "**Prospectus**") relating to the Warrants Programme (the "**Programme**") of Erste Group Bank AG (the "**Issuer**" or "**Erste Group Bank**").

The Original Prospectus has been approved on 11 July 2019 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 31 October 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/optionsscheine-und-zertifikate-ab-2006](http://www.erstegroup.com/de/ueber-uns/erste-group-emissionen/prospekte/optionsscheine-und-zertifikate-ab-2006)".

The Issuer has requested the FMA to provide the competent authorities in other host Member States within the European Economic Area including the Czech Republic, Germany, Hungary and Romania 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 Warrants 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 5 November 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 Warrants.**

**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.**

31 October 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 Warrants and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. 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 Warrants in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer to inform themselves about and to observe any such restriction. The Warrants have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may include Warrants in bearer form that are subject to U.S. tax law requirements. The Warrants 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 Warrants, see "10. 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 to subscribe for, or purchase, any Warrants.*

*Neither this Supplement nor any financial statements supplied in connection with the Programme or any Warrants 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 that any recipient of this Supplement or any financial statements should purchase the Warrants. Each potential purchaser of Warrants should determine for itself the relevance of the information contained in this Supplement or any financial statements and its purchase of Warrants should be based upon any such investigation as it deems necessary.*

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 Warrants, 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 9 of the Original Prospectus, after the table with regard to the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019, the following table shall be inserted:**

**"English language translation of the Unaudited Interim Condensed Consolidated Financial Statements of the Issuer for the third quarter year ended 30 September 2019 – Interim Report Third Quarter 2019 (the "Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2019")**

Condensed Statement of Income	16 – 18
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Condensed Statement of Cash Flows	21
Condensed notes to the Interim Consolidated Financial Statements of Erste Group for the period from 1 January to 30 September 2019	22 – 73"

**The first paragraph after the table with regard to the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019 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 2017 and 2018 respectively as well as of the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019, of the Unaudited Interim Condensed Consolidated Financial Statements as of 30 June 2019 and of the Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 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 10 OF THE ORIGINAL PROSPECTUS**

**On page 12 of the Original Prospectus, after the list paragraph numbered "(xv)" the following list paragraph numbered "(xvi)" shall be inserted:**

- "(xvi) the Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 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\_Q319.pdf")"

**3. AMENDMENTS TO THE SECTION ENTITLED "SOURCES OF INFORMATION" ON PAGE 12 OF THE ORIGINAL PROSPECTUS**

**On page 12 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 2018 and the English language translation of the annual report thereon as well as the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019, the Unaudited Interim Condensed Consolidated Financial Statements as of 30 June 2019 and the Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2019."

**4. AMENDMENTS TO THE SECTION ENTITLED "SIGNIFICANT CHANGES AND MATERIAL ADVERSE CHANGES" ON PAGE 12 OF THE ORIGINAL PROSPECTUS**

**On page 12 of the Original Prospectus, the information in this section shall be replaced by the following:**

"There has been no significant change in the financial position of Erste Group since 30 September 2019 and no material adverse change in the prospects of the Issuer since 31 December 2018."

**5. AMENDMENTS TO THE SECTION ENTITLED "1. SUMMARY" COMMENCING ON PAGE 15 OF THE ORIGINAL PROSPECTUS**

**In element B.12, commencing on page 17 of the Original Prospectus, the following table shall be added to the end of the subsection entitled "Selected historical key financial information:"**

<b>"in millions of Euro (rounded)</b>	<b>30 September 2019 unaudited</b>	<b>31 December 2018 audited</b>
Total liabilities and equity	252,101	236,792
Total equity	20,130	18,869

  

<b>in millions of Euro (rounded)</b>	<b>30 September 2019 unaudited</b>	<b>30 September 2018 unaudited</b>
Net interest income	3,517.4	3,372.0
Pre-tax result from continuing operations	1,896.6	1,869.0
Net result for the period	1,545.7	1,514.0
Net result attributable to owners of the parent	1,223.0	1,228.3

Source: Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2019 with comparative financial information third quarter ended 30 September 2018 and the year ended 31 December 2018, respectively"

**In element B.12, in the subsection entitled "Description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information:" on page 18 of the Original Prospectus, the paragraph in the right column shall be replaced by the following paragraph:**

"Not applicable. There has been no significant change in the financial position of Erste Group since 30 September 2019."

6. **AMENDMENTS TO THE SECTION ENTITLED "5. ERSTE GROUP BANK AG" COMMENCING ON PAGE 189 OF THE ORIGINAL PROSPECTUS**

The information contained in the subsection entitled "5.5 RECENT DEVELOPMENTS" commencing on page 197 of the Original Prospectus up to the heading "Erste Group sets aside up to EUR 230 million for lost legal case in Romania and maintains outlook for 2019" (excluding), shall be replaced by the following:

"Erste Group's outlook as presented in the interim report for the nine months period 2019 is as follows:

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

Real GDP growth is forecast to come in at around 3-4% 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 (up to 10 basis points), with a tax rate of below 20%.

**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."

7. **AMENDMENTS TO THE SECTION ENTITLED "GLOSSARY AND LIST OF ABBREVIATIONS" COMMENCING ON PAGE 248 OF THE ORIGINAL PROSPECTUS**

On page 257 of the Original Prospectus, after the row with regard to the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019 the following row shall be inserted:

<b>"Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2019</b>	the English language translation of the unaudited interim condensed consolidated financial statements of Erste Group for the third quarter year ended 30 September 2019"
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8. **AMENDMENTS TO THE SECTION ENTITLED "GERMAN TRANSLATIONS" COMMENCING ON PAGE 258 OF THE ORIGINAL PROSPECTUS**

The following translation of selected sections of the original summary and the risk factors of the Prospectus has not been approved by the FMA. Further, the FMA did not review its consistency with the original text of the Prospectus.

Die folgende Übersetzung von ausgewählten Abschnitten der originalen Zusammenfassung und der Risikofaktoren des Prospekts wurde nicht von der FMA gebilligt. Auch die Übereinstimmung mit dem originalen Text des Prospekts wurde nicht von der FMA geprüft.

**Im Element B.12 wird auf Seite 261 des Original Prospekts die folgende Tabelle am Ende des Unterabschnitts "Ausgewählte historische Finanzinformationen:" eingefügt:**

<b>"in Millionen Euro (gerundet)</b>	<b>30.9.2019 ungeprüft</b>	<b>31.12.2018 geprüft</b>
Summe der Verbindlichkeiten und Eigenkapital	252.101	236.792
Gesamtes Eigenkapital	20.130	18.869
<b>in Millionen Euro (gerundet)</b>	<b>30.9.2019 ungeprüft</b>	<b>30.9.2018 ungeprüft</b>
Zinsüberschuss	3.517,4	3.372,0
Ergebnis vor Steuern aus fortzuführenden Geschäftsbereichen	1.896,6	1.869,0
Periodenergebnis	1.545,7	1.514,0
Eigentümern des Mutterunternehmens zuzurechnendes Periodenergebnis	1.223,0	1.228,3

Quelle: Ungeprüfter verkürzter konsolidierter Zwischenbericht zum 30.9.2019 mit vergleichenden Finanzzahlen für das dritte Quartal zum 30.9.2018 bzw für das Geschäftsjahr, welches am 31.12.2018 geendet hat"

**Im Element B.12 im Unterabschnitt "Beschreibung wesentlicher Veränderungen in der Finanzlage oder Handelsposition der Emittentin, die nach dem von den historischen Finanzinformationen abgedeckten Zeitraum eingetreten sind:", der auf Seite 261 des Original Prospekts beginnt, wird der Absatz in der rechte Spalte durch folgenden Absatz ersetzt:**

"Nicht anwendbar; es gab keine wesentlichen Veränderungen in der Finanzlage der Erste Group, die nach dem 30.9.2019 eingetreten sind."

# **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, 31 October 2019

Erste Group Bank AG  
as Issuer