

Final Terms

PROHIBITION OF SALES TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of the Directive 2014/65/EU, as amended ("MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97 (IDD), as amended, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, as amended.

MiFID II Product Governance / Eligible Counterparties and Professional Investors Only Target Market

Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "Distributor") should take into consideration the manufacturers' target market assessment; however, a Distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

Erste Group Bank AG

EUR 750,000,000 0.875 per cent. Preferred Senior Notes due 13 May 2027
(the "Notes")

issued pursuant to the

Multi Issuer EMTN Programme

of

Banca Comercială Română S.A., Česká spořitelna, a.s. and Erste Group Bank AG

Issue Price: 99.743 per cent.

Issue Date: 13 May 2020

Series No.: 2

Tranche No.: 1

IMPORTANT NOTICE

These Final Terms have been prepared for the purpose of Article 8 of the Regulation (EU) 2017/1129, as amended and must be read in conjunction with the base prospectus consisting of separate documents (i.e. (i) the securities note dated 4 December 2019 and its supplement(s) (if any) (the "Securities Note") and (ii) the registration document of Erste Group Bank AG (the "Issuer") dated 29 October 2019, and its supplement(s) (if any)) (the "Prospectus") pertaining to the Multi Issuer EMTN Programme (the "Programme"). The Prospectus and any supplements thereto are available for viewing in electronic form on the Issuer's website ("www.erstegroup.com/de/ueber-uns/erste-group-emissionen/prospekte/anleihen"). Full information on the Issuer and the Notes is only available on the basis of the combination of the Prospectus, any supplements thereto and these Final Terms.

PART A. – TERMS AND CONDITIONS OF THE NOTES

This Part A. of the Final Terms shall be read in conjunction with the set of Terms and Conditions of the Notes that applies to Notes with a fixed interest rate (the "**Terms and Conditions**") and that is set forth in the Securities Note as Option I. Capitalised terms not otherwise defined in these Final Terms shall have the meanings specified in the Terms and Conditions of the Notes when used in these Final Terms.

All references in this Part A. of the Final Terms to sections and paragraphs are to sections and paragraphs of the Terms and Conditions of the Notes.

The blanks in the provisions of the Terms and Conditions of the Notes, which are applicable to the Notes shall be deemed to be completed by the information contained in these Final Terms as if such information were inserted in the blanks of such provisions. All provisions in the Terms and Conditions of the Notes corresponding to items in these Final Terms which are either not selected or completed or which are deleted shall be deemed to be deleted from the Terms and Conditions of the Notes applicable to the Notes.

ISSUER, CURRENCY, DENOMINATION, FORM, CERTAIN DEFINITIONS (§ 1)

Issuer

- Erste Group Bank AG
- Banca Comercială Română S.A
- Česká spořitelna, a.s.
 - issued in the Czech Republic
 - issued outside the Czech Republic

Currency and Denomination

Specified Currency	Euro (" EUR ")
Aggregate Principal Amount	EUR 750,000,000
Aggregate Principal Amount in words	Euro seven hundred and fifty million
Specified Denomination	EUR 100,000

Form of the Notes

- Bearer form, Permanent Global Note in classical global note-format (CGN)
- Domestic Notes form governed by Romanian law, registered form (book entry, dematerialised, nominative)
- Book-entry notes (in Czech "*zaknihované dluhopisy*") under the Czech Act on Bonds (Act No. 190/2004 Coll., as amended) issued as book-entry securities (in Czech "*zaknihované cenné papíry*")
- Certificated notes (in Czech "*listinné dluhopisy*") which are issued to the order of the respective Holder (in Czech "*cenné papíry na řád*") under the Czech Act on Bonds (Act No. 190/2004 Coll., as amended) and which are

represented by the Global Note (in Czech "sběrný dluhopis") which is an immobilised security (in Czech "imobilizovaný cenný papír")

Clearing System

- OeKB CSD GmbH, Strauchgasse 1-3, 1010 Vienna, Austria ("OeKB"), also for Clearstream Banking, S.A., Luxembourg, 42 Avenue J.F. Kennedy, 1855 Luxembourg, Grand Duchy of Luxembourg ("CBL") and Euroclear Bank SA/NV, 1 Boulevard du Roi Albert II, 1210 Brussels, Belgium ("Euroclear") as accountholders in OeKB
- other Clearing System

Business Day

- Relevant Financial Centre
- TARGET

STATUS (§ 2)

- Preferred Senior Notes
- Non-Preferred Senior Notes
- Subordinated Notes

INTEREST (§ 3)

Fixed Rate Notes (Option I)

Interest Commencement Date	13 May 2020
Rate of Interest	0.875 per cent. <i>per annum</i>
<input type="checkbox"/> Short or long first or last Interest Period	
Regular interest payments	annually
Interest Payment Dates	13 May in each year
First Interest Payment Date	13 May 2021
Last Interest Payment Date	13 May 2027
Day Count Fraction	
<input checked="" type="checkbox"/> Actual/Actual (ICMA)	
Determination Date(s)	one in each year (13 May)
<input type="checkbox"/> Actual/365 (Fixed)	
<input type="checkbox"/> Actual/360	
<input type="checkbox"/> 30/360, 360/360 or Bond Basis	
<input type="checkbox"/> 30E/360 or Eurobond Basis	

- Floating Rate Notes (Option II)**
- Fixed to Fixed Rate Notes (Option III)**
- Fixed to Floating Rate Notes (Option IV)**

PAYMENTS (§ 4)

- Payment Business Days
 - Business Days as defined in § 1 (6)
 - Relevant Financial Centre
 - TARGET
- Business Day Convention
 - Following Business Day Convention
 - Modified Following Business Day Convention
 - Preceding Business Day Convention
- Adjustment of Interest Periods
 - Adjusted
 - Unadjusted

REDEMPTION (§ 5)

Redemption at Maturity

Maturity Date 13 May 2027

Early Redemption at the Option of the Issuer no

Minimum Notice Period

Maximum Notice Period

Call Redemption Date(s)

Early Redemption for Regulatory Reasons yes

Minimum Notice Period 30 calendar days

Maximum Notice Period 90 calendar days

Early Redemption following an MREL Disqualification Event yes

Early Redemption for Reasons of Taxation yes

Minimum Notice Period 30 calendar days

Maximum Notice Period 90 calendar days

PAYING AGENT (§ 6)

- Fiscal Agent
 - Erste Group Bank AG

- Česká spořitelna, a.s.
- Principal Paying Agent
 - Erste Group Bank AG
 - Banca Comercială Română S.A.
 - Česká spořitelna, a.s.
 - Other
- Additional or other Fiscal and/or Paying Agent and specified office(s)
- Calculation Agent
 - Erste Group Bank AG
 - Banca Comercială Română S.A.
 - Česká spořitelna, a.s.
 - Other

Notices (§ 10)

Notices be sent directly to the Holders no

Website where Notices will be published Not applicable

MEETING OF HOLDERS, MODIFICATIONS AND WAIVER (§ 11)

- Applicable
- Not applicable

Appointment of a Joint Representative of the Holders

- by majority resolution of the Holders
- in the Terms and Conditions

APPLICABLE LAW, PLACE OF JURISDICTION AND ENFORCEMENT (§ 11)

Governing Law

- German law (save for the provisions of § 2 which shall be governed by Austrian/Romanian/Czech law)
- Austrian law
- Romanian law
- Czech law

PART B. – OTHER INFORMATION

ESSENTIAL INFORMATION

Interests of Natural and Legal Persons Involved in the Issue or the Offering

Save for the fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue or offering of the Notes has an interest material to the issue or the offering.

- Other Interests, including conflicts of interest

Estimated net amount of the proceeds

EUR 746,010,000

INFORMATION CONCERNING THE SECURITIES TO BE OFFERED OR ADMITTED TO TRADING

Security Codes

- ISIN AT0000A2GH08
- Common Code 217313198
- German Security Code (WKN) EB0FV8
- Any Other Security Code

Issue Yield

0.913 per cent. *per annum*
in case there is no early redemption.

Issue charge

Not applicable

Representation of debt security holders including an identification of the organisation representing the investors and provisions applying to such representation. Indication of where the public may have access to the contracts relating to these forms of representation

Not applicable

Resolutions, authorisations and approvals by virtue of which the Notes will be created and/or issued

The issue of the Notes was authorised pursuant to the framework decision of the Issuer's Management Board dated 3 April 2020 and the framework decision of the Issuer's Supervisory Board dated 27 April 2020.

PLACING AND UNDERWRITING

Method of Distribution

- Non-Syndicated
- Syndicated

Details with regard to the Managers (including the type of commitment)

- Managers

Danske Bank A/S
Holmens Kanal 2-12
DK-1092 Copenhagen K
Denmark
Legal Entity Identifier:
MAES062Z21O4RZ2U7M96

DZ BANK AG Deutsche Zentral-
Genossenschaftsbank, Frankfurt
am Main
Platz der Republik
60325 Frankfurt am Main
Germany
Legal Entity Identifier:

529900HNOAA1KXQJUQ27

Erste Group Bank AG
Am Belvedere 1
1100 Vienna
Austria
Legal Entity Identifier:
PQOH26KWDF7CG10L6792

ING Bank N.V.
Foppingadreef 7
1102 BD Amsterdam
The Netherlands
Legal Entity Identifier:
3TK20IVIUJ8J3ZU0QE75

NATIXIS
30, avenue Pierre Mendès-France
75013 Paris
France
Legal Entity Identifier:
KX1WK48MPD4Y2NCUIZ63

UniCredit Bank AG
Arabellastrasse 12
81925 Munich
Germany
Legal Entity Identifier:
2ZCNRR8UK83OBTEK2170

(together, the "**Joint Lead Managers**")

Belfius Bank SA/NV
Place Charles Rogier 11
1210 Brussels
Belgium
Legal Entity Identifier:
A5GWLFH3KM7YV2SFQL84

(as Co-Lead Manager and together with the Joint Lead Managers, the "**Managers**")

- Firm Commitment
- Without Firm Commitment

Stabilising Manager Not applicable

LISTING, ADMISSION TO TRADING AND DEALING ARRANGEMENTS

Listing Yes

- Vienna - Official Market
- Bucharest - Spot Regulated Market
- Prague - Regulated Market

Expected Date of Admission 13 May 2020

Estimate of the total expenses related to the admission to trading EUR 3,620

ADDITIONAL INFORMATION

Ratings

It is expected that the Notes will be rated as follows:

Moody's: A2
S&P: A
Fitch: A

"**Moody's**" means Moody's Deutschland GmbH. Moody's has been established in the European Union and has been registered (pursuant to the current list of registered and certified credit rating agencies dated 14 November 2019, published on the website of the European Securities and Markets Authority (www.esma.europa.eu)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September, 2009, as amended, with the Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) in Germany.

"**S&P**" means S&P Global Ratings Europe Limited (Niederlassung Deutschland). Standard & Poor's has been established in the European Union and has been registered (pursuant to the current list of registered and certified credit rating agencies dated 14 November 2019, published on the website of the European Securities and Markets Authority (www.esma.europa.eu)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended, with the Central Bank and Financial Services Authority of Ireland.

"**Fitch**" means Fitch Ratings Ltd. Fitch has been established in the United Kingdom and has been registered (pursuant to the current list of registered and certified credit rating agencies dated 14 November 2019, published on the website of the European Securities and Markets Authority (www.esma.europa.eu)) pursuant to Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of September 16, 2009, as amended, with the Financial Conduct Authority in England.

Selling Restrictions

TEFRA

TEFRA C

Non-TEFRA

Additional Selling Restrictions

Not applicable

Third Party Information

The ratings set out above have been extracted from Moody's, S&P and Fitch. The Issuer confirms that such information has been accurately reproduced and that, as far as it is aware and is able to ascertain from information published by Moody's, S&P and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer

By:

Duly authorised

By:

Duly authorised