

## Prospectus Supplement No. 1

# 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 Art 16 (1) of the Directive 2003/71/EC as amended (the "**Prospectus Directive**") and Sec 6 of the Austrian Capital Market Act as amended (*Kapitalmarktgesetz*, the "**KMG**") and is supplemental to, and should be read in conjunction with, the prospectus dated 16 July 2013 (the "**Prospectus**") relating to the Warrants Programme (the "**Programme**") of Erste Group Bank AG (the "**Issuer**" or "**Erste Group Bank**").

The Prospectus has been approved on 16 July 2013 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 12 August 2013. This Supplement has been filed with the Wiener Börse, which has admitted the Programme to the "Amtlicher Handel" (Official Market) and the "Geregelter Freiverkehr" (Second Regulated Market). This Supplement has been published in electronic form on the website of the Issuer under "www.erstegroup.com". Printed copies of this Supplement will be made available free of charge during normal business hours at the registered office of the Issuer, Graben 21, 1010 Vienna, Austria. The Issuer has requested the FMA to provide the competent authorities in other host Member States within the European Economic Area including Croatia, Germany, the Czech Republic, 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.

**This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer, the Dealers or the Arrangers to subscribe for, or purchase, any Warrants.**

To the extent that there is any inconsistency between a) any statement in this Supplement or any statement incorporated by reference into the Prospectus by this Supplement and b) any other statement in or incorporated by reference in the Prospectus, the statements 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 Art 16 of the Prospectus Directive and Sec 6 KMG, investors who have agreed to subscribe for Warrants after the occurrence of the significant new factors described in this Supplement but before the publication of this Supplement have a right to withdraw their acceptances until, and including 14 August 2013.**

**This Supplement has been filed to 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 2003/71/EC, as amended. The FMA examines the Supplement only in respect of its completeness, coherence and comprehensibility pursuant to Sec 8a para 1 of the KMG.**

**12 August 2013**

*No person has been authorised to give any information or to make any representation other than those contained in the Prospectus and 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 therewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Erste Group since the date hereof or the date upon which the Prospectus has been most recently amended or supplemented or that there has been no adverse change in the financial position of the Issuer or the Erste Group since the date hereof or the date upon which the Prospectus has been most recently amended or 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 US tax law requirements. Subject to certain exceptions, Warrants may not be offered, sold or delivered within the United States or to US persons. For a description of certain restrictions on offers and sales of Warrants, see "Subscription and Sale" in the Prospectus.*

*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, the Dealers or the Arrangers 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 (as referred to in Art 16 (1) of the Prospectus Directive and Sec 6(1) of the 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. Half year financial report 2013**

On 30 July 2013, Erste Group Bank AG has published its half year financial report 2013 which shall be incorporated by reference in the Prospectus. Thus, the following changes apply:

**1.1** In the table relating to the documents incorporated by reference on page 7 of the Prospectus below the section on the Unaudited Interim Condensed Consolidated Financial Statements 31 March 2013, the following paragraphs are inserted:

**"English translation of the Unaudited Interim Condensed Consolidated Financial Statements of the Issuer for the first half year ended 30 June 2013 – Interim Report First Half Year 2013 (the "Unaudited Interim Condensed Consolidated Financial Statements 30 June 2013")"**

Statement of Comprehensive Income	13 – 15
Balance Sheet	16
Statement of Changes in Equity	17
Cash Flow Statement	18
Condensed notes to the Financial Statements of Erste Group for the period from 1 January to 30 June 2013"	19 – 47

**1.2** The first paragraph below the table is replaced by the following:

"For the avoidance of doubt, such parts of the annual reports of the Issuer for the financial years 2012 and 2011 respectively as well as of the quarterly report for the first quarter year in 2013 and the interim report for the first half year 2013 which are not explicitly listed in the table 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."

**1.3** In the section "DOCUMENTS AVAILABLE FOR INSPECTION" on page 8 of the Prospectus, the first list item that is numbered with "(ii)" shall be replaced by the following paragraph:

"the Audited Consolidated Financial Statements 2012 and 2011 and the Unaudited Interim Condensed Consolidated Financial Statements 31 March 2013 as well as the Unaudited Interim Condensed Consolidated Financial Statements 30 June 2013 incorporated by reference into this Prospectus."

**1.4** In the section "DOCUMENTS AVAILABLE FOR INSPECTION" on page 9 of the Prospectus, the second list item that is numbered with "(iii)" shall be replaced by the following paragraph:

"the Audited Consolidated Financial Statements 2012 and 2011 and the Unaudited Interim Condensed Consolidated Financial Statements 31 March 2013 as well as the Unaudited Interim Condensed Consolidated Financial Statements 30 June 2013;"

## **2. Redemption of Participation Capital**

On 6 August 2013, Erste Group Bank AG published a notification on the completion of the redemption of the outstanding participation capital of EUR 1.76 billion. Therefore, the Prospectus shall be amended as follows.

On page 191 of the Prospectus the following sentence shall be added at the end of the first paragraph below the heading "Redemption of Participation Capital":

"On 6 August 2013, the Management Board and Supervisory Board of Erste Group Bank have finally resolved to fully redeem the total outstanding participation capital of EUR 1.76 billion. Upon publication of such decision on 6 August 2013, the participation capital was redeemed. Payment of the redemption proceeds was effected on 8 August 2013."

## **3. Changes to the Supervisory Board**

On 1 August 2013, the Issuer published a notification that Dr. Theresa Jordis, Supervisory Board member und Second Deputy Chairwoman, resigned from her Supervisory Board position for health reasons and that the appointment of Barbara Smrcka to the Supervisory Board has been withdrawn. Therefore the Prospectus shall be amended as follows:

**3.1** On page 195 the first sentence below the heading "Members of the Supervisory Board" shall be replaced by the following sentence: "Currently, the Supervisory Board consists of eight members elected by the shareholders of Erste Group Bank and four employee representatives."

**3.2** On page 196 and 197, the line "Dr. Teresa Jordis", her function and the positions listed thereunder shall be deleted.

**3.3** On page 200, the line "Barbara Smrcka", her function and the positions listed thereunder shall be deleted.

## RESPONSIBILITY STATEMENT OF ERSTE GROUP BANK AG

Erste Group Bank AG, with its registered office at Graben 21, A-1010 Vienna, Austria, is solely 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, 12 August 2013

Erste Group Bank AG

as Issuer

*[Name]*

*[Function]*

*[Name]*

*[Function]*