

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, Prospectus Supplement No. 2 dated 31 October 2019 and Prospectus Supplement No. 3 dated 31 March 2020, 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 5 May 2020. This Supplement has been filed with the Wiener Börse, which has admitted the Programme to the Official Market (*Amtlicher Handel*). 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".

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 7 May 2020, 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.

5 May 2020

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 first quarter year ended 31 March 2020 – Interim Report First Quarter 2020 (the "Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2020")

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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, 2018 and 2019 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, of the Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2019 and of the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2020 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 "(xviii)" the following list paragraph numbered "(xix)" shall be inserted:

- "(xix) the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2020 incorporated by reference into this Prospectus
- ("https://cdn0.erstegroup.com/content/dam/at/eh/www_erstegroup_com/en/Investor%20Relations/2020/Reports/IR_Interim_Report_EG_Q120.pdf?forceDownload=1")."

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 Audited Consolidated Financial Statements 2019 and the English language translations of the annual reports thereon as well as from the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2019, the Unaudited Interim Condensed Consolidated Financial Statements as of 30 June 2019, the Unaudited Interim Condensed Consolidated Financial Statements as of 30 September 2019 and the Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2020."

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 information:

"Except as disclosed under "5.5 *Recent Developments*" below, there has been no significant change in the financial position of Erste Group since 31 March 2020 and no material adverse change in the prospects of the Issuer since 31 December 2019."

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:"

"in millions of Euro (rounded)	31 March 2020 unaudited	31 December 2019 audited
Total liabilities and equity	262,898	245,693
Total equity	21,053	20,477

in millions of Euro (rounded)	31 March 2020 unaudited	31 March 2019 unaudited
Net interest income	1,229.0	1,160.9
Pre-tax result from continuing operations	361.3	561.8
Net result for the period	258.3	466.3
Net result attributable to owners of the parent	235.3	377.0

Source: Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2020 with comparative financial information for the first quarter ended 31 March 2019 and the year ended 31 December 2019, 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:

"Except as disclosed under element B.13 below, there has been no significant change in the financial position of Erste Group since 31 March 2020."

In element B.13 "Description of any recent events particular to the Issuer which are to a material extent relevant to the evaluation of the Issuer's solvency:" on page 18 of the Original Prospectus, which was lastly supplemented by Prospectus Supplement No. 3 dated 31 March 2020, at the end of the first paragraph in the right column the following information shall be added:

"In particular, the COVID-19 pandemic and the consequences for the economy as well as the measures taken by governments and regulators are likely to affect Erste Group's financial performance and position, including potentially significant impacts for expected credit losses, as well as impacts on operating income and potential goodwill assessments. Due to high uncertainties in the economic environment reasonable estimates of financial effects cannot be currently made."

6. AMENDMENTS TO THE SECTION ENTITLED "2. RISK FACTORS" COMMENCING ON PAGE 34 OF THE ORIGINAL PROSPECTUS

In the risk factor entitled "New governmental or regulatory requirements and changes in perceived levels of adequate capitalisation and leverage could subject Erste Group to increased capital and MREL requirements or standards and require it to obtain additional capital, liabilities eligible for MREL purposes or liquidity in the future." commencing on page 39 of the Original Prospectus, (i) the third paragraph of the bullet point entitled "*EU Banking Reform Package*" shall be replaced by the following paragraphs and (ii) the paragraph of the bullet point entitled "*MREL*" shall be replaced by the following paragraphs:

(i)

"Erste Group received the internal resolution team's ("*IRT*") joint decision upon the MPE approach forming separate resolution groups with Erste Group's core CEE subsidiaries but with SPE approaches on country level. At the current stage, all relevant national resolution authorities joined the decision on MPE as preferred resolution strategy and no impediments on resolvability have been communicated.

The resolution plans (including resolution strategy and MREL decisions) have been approved in a resolution college, which is going to be held on a regular basis and poses a potential regulatory risk to Erste Group."

(ii)

"In order to ensure the effectiveness of bail-in and other resolution tools all institutions have to meet an individual MREL requirement, to be calculated (based on current legislation) as a percentage of total liabilities and own funds and set by the relevant resolution authorities. Under the new legislative framework of the EU Banking Package MREL shall be expressed as a percentage of the total risk exposure amount and as a percentage of the total leverage exposure measure. Depending on the unpredictable development of capital requirements or MREL requirements, currently, no firm conclusions in how far this will affect Erste Group's capital requirements as well as the MREL requirements per resolution group and on an individual level can be made. As of 5 May 2020, the IRT has decided on MREL requirements for Erste Group's resolution groups in Austria, Slovakia, the Czech Republic, Hungary and Romania and on an

individual level for Allgemeine Sparkasse Oberösterreich Bankaktiengesellschaft, Erste Bank der oesterreichischen Sparkassen AG and Steiermärkische Bank und Sparkassen AG. The resolution group Croatia will receive an indicative target since it is expected to be transferred under the Single Resolution Board ("**SRB**") remit in the future.

The transposition of directives into national law, including eligibility criteria for MREL, that are not covered by CRR, cause general regulatory risk to Erste Group."

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

In the subsection entitled "5.4 BUSINESS OVERVIEW – Capital Requirements" commencing on page 194 of the Original Prospectus at the end the following paragraphs shall be inserted:

"On 24 April 2020, the FMA notified the Issuer about its MREL requirement set by the SRB and calibrated on balance sheet data as of 31 December 2017 and the BRRD.

The Issuer, as the resolution entity of the Austrian resolution group, must comply with an MREL requirement equivalent to 14.90% of total liabilities and own funds ("**TLOF**") of the Austrian resolution group starting immediately. The MREL requirement would be equal to 27.49% in terms of RWA. In addition, a minimum subordination requirement was set at a level of 10.27% of TLOF, thereby specifying the amount of the total MREL requirement that must be met with subordinated instruments such as regulatory capital, subordinated debt and senior non-preferred debt. The subordination requirement equals 18.94% in terms of RWA. The total own funds and eligible liabilities of the Austrian resolution group as of 31 December 2017 (as applied by the SRB for the MREL calibration) amounted to EUR 134.3 billion, RWA to EUR 72.8 billion.

MREL and subordination requirements do not apply to Erste Group's consolidated balance sheet, but to the Austrian resolution group comprising mainly of the Issuer, its direct Austrian subsidiaries and all Austrian savings banks. As the Austrian resolution group is not a legal entity or reporting unit, there is no statutory reporting nor a capital requirement at the consolidation level of the Austrian resolution group.

The table below summarises the Issuer's current MREL and subordination requirements:

Requirements for Austrian resolution group (based on December 2017 data)	in % of TLOF	in % of RWA
Total MREL	14.90%	27.49%
Subordinated MREL	10.27%	18.94%

Based on balance sheet data for the Austrian resolution group as of 31 December 2019 and SRB's 2018 MREL Policy, the Issuer complies with the abovementioned total MREL and subordination requirements as of 5 May 2020."

In the subsection entitled "5.5 RECENT DEVELOPMENTS" commencing on page 197 of the Original Prospectus, which was lastly supplemented by Prospectus Supplement No. 3 dated 31 March 2020, at the end of the first paragraph the following information shall be added:

"In particular, the COVID-19 pandemic and the consequences for the economy as well as the measures taken by governments and regulators are likely to affect Erste Group's financial performance and position, including potentially significant impacts for expected credit losses, as well as impacts on operating income and potential goodwill

assessments. Due to high uncertainties in the economic environment reasonable estimates of financial effects cannot be currently made."

8. 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:

"Unaudited Interim Condensed Consolidated Financial Statements as of 31 March 2020 the English language translation of the unaudited interim condensed consolidated financial statements of Erste Group for the first quarter year ended 31 March 2020"

9. 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:

"in Millionen Euro (gerundet)	31.3.2020 ungeprüft	31.12.2019 geprüft
Summe der Verbindlichkeiten und Eigenkapital	262.898	245.693
Gesamtes Eigenkapital	21.053	20.477
in Millionen Euro (gerundet)	31.3.2020 ungeprüft	31.3.2019 ungeprüft
Zinsüberschuss	1.229,0	1.160,9
Ergebnis vor Steuern aus fortzuführenden Geschäftsbereichen	361,3	561,8
Periodenergebnis	258,3	466,3
Eigentümern des Mutterunternehmens zuzurechnendes Periodenergebnis	235,3	377,0

Quelle: Ungeprüfter verkürzter konsolidierter Zwischenbericht zum 31.3.2020 mit vergleichenden Finanzzahlen für das erste Quartal, welches am 31.3.2019 geendet hat, bzw für das Geschäftsjahr, welches am 31.12.2019 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:", das auf Seite 261 des Original Prospekts beginnt, wird der Absatz in der rechten Spalte durch folgenden Absatz ersetzt:

"Außer wie in Element B.13 unten dargestellt, gab es keine wesentlichen Veränderungen in der Finanzlage der Erste Group, die nach dem 31.3.2020 eingetreten sind."

Im Element B.13 "Beschreibung aller Ereignisse aus der jüngsten Zeit der Geschäftstätigkeit der Emittentin, die für die Bewertung ihrer Zahlungsfähigkeit in hohem Maße relevant sind:" auf Seite 262 des Original Prospekts, in dem zuletzt durch den Prospekt Nachtrag Nr 3 vom 31.3.2020 nachgetragen wurde, wird am Ende des ersten Absatzes die folgende Information ergänzt:

"Insbesondere die COVID-19 Pandemie und ihre Folgen für die Wirtschaft sowie die von Regierungen und Aufsichtsbehörden ergriffenen Maßnahmen werden sich auf die Vermögens-, Finanz- und Ertragslage der Erste Group auswirken. Insbesondere schließt dies die Möglichkeit erheblicher Auswirkungen auf erwartete Kreditverluste sowie Auswirkungen auf das Betriebsergebnis und potenzielle Werthaltigkeitsprüfungen des Firmenwerts mit ein. Aufgrund der hohen Unsicherheiten im wirtschaftlichen Umfeld können derzeit keine verlässlichen Schätzungen der finanziellen Auswirkungen vorgenommen werden."

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, 5 May 2020

Erste Group Bank AG
as Issuer