

9th Annual General Meeting

May 7, 2002

Austria Center Vienna, Bruno-Kreisky-Platz 1, 1220 Vienna.

Agenda

1. Presentation of the audited and approved financial statements and the report of the Management Board, as well as the report of the Supervisory Board for the financial year 2001. Presentation of the consolidated financial statements and the Group management report for the financial year 2001.
2. Approval of the proposed allocation of distributable profit.
3. Grant of discharge to
 - a) the Management Board
 - b) the supervisory Boardwith regard to the financial year 2001.
4. Approval of the remuneration of the members of the Supervisory Board.
5. Election to fill a vacancy in the Supervisory Board.
6. Election of an additional auditor and group auditor for the financial year 2003 in addition to the Savings Bank Auditors Association (Sparkassen-Prüfungsverband) as the statutory auditor.
7. Approval of the purchase of Erste Bank's own shares for the purpose of securities trading.
8. Approval of the purchase of Erste Bank shares for no designated purpose and excluding the purchase of such shares for trading purposes ('share buy-back') as well as approval to use those shares subsequently purchased as payment for any companies, businesses or parts thereof, or shares in one or more companies acquired in Austria and abroad, thereby selling such shares in a manner other than via the stock exchange or public offering.
9. Approval for authorisation to be granted to the Management Board to issue bonds for supplementary capital, bonds with warrants, options and, for a period of 5 years after this approval is entered in the companies register, convertible bonds, all of which entitle holders to subscribe for Erste Bank shares or to exchange the securities they own for Erste Bank shares. The issuance of such securities may only be made to the extent necessary to meet the exercise of conversion and subscription rights arising from the conditional increase of capital (see paragraph 4.5. of the articles of association). The issue price and terms of issue will be determined by the Management Board with the approval of the Supervisory Board.
10. Approval to spin off the business unit Central Tyrol (Seefeld and Innsbruck branches), the Commercial Banking Directorate for Tyrol (Commercial Banking Centre Innsbruck and the Commercial Client Service Kufstein) and the business unit Lower Austria/Burgenland (branches in the region Bruck/Leitha in Lower Austria and in the region Neusiedl/See in Burgenland as well as the client relationships of the Commercial Banking Center Eisenstadt which are assigned to them) into a wholly-owned subsidiary EBTIR-Finanzservice GmbH, effective as of 31.12.2001. EBTIR-Finanzservice GmbH will takeover these business units upon approval of the spin-off and takeover agreement without increasing its share capital and subject to the continuation in business of the company being transferred.
11. Approval for authorisation to be granted to the Management Board to increase the capital of the company with the approval of the supervisory board, within 5 years of this resolution being entered in the companies register, up to a nominal amount of EUR 109,009,251.25 through the issuance of 15,000,000 ordinary bearer or registered shares at an issue price of at least Euro 7.27 per share for cash and/or non-cash contributions while maintaining the ownership percentages of the existing shareholders. The Management Board has the right to exclude the pre-emptive rights of shareholders for up to 3,000,000 shares with the approval of the Supervisory Board. This authorised capital replaces the current authorised capital as set out in paragraph 4.4.2. of the articles of association.
12. Approval of an amendment to paragraph 4.4.2. of the articles of association (authorised capital) pursuant to item 11 of the agenda and to paragraph 5.3. (convertible bonds) pursuant to item 9 of the agenda.