



The Management Board of Erste Bank der oesterreichischen Sparkassen AG invites the shareholders of the company to its

### **12<sup>th</sup> Annual General Meeting**

to be held on Wednesday, 11<sup>th</sup> May 2005, 10.00 a.m. at the Austria Center Vienna, Saal D, Bruno-Kreisky-Platz 1, 1220 Vienna.

#### **Agenda:**

1. Presentation of the audited and approved annual financial statements as well as the status report of the Management Board and the report of the Supervisory Board for the financial year 2004 as well as the presentation of the consolidated financial statements and the group status report for the financial year 2004.
2. Resolution on the distribution of profits.
3. Grant of discharge to the members of
  - a) the Management Board
  - b) the Supervisory Boardwith regard to the financial year 2004
4. Approval of the remuneration of the Supervisory Board.
5. Elections to the Supervisory Board.
6. Appointment of an additional auditor and group auditor for the financial year 2006 in addition to the Savings Bank Auditors Association (Sparkassen-Prüfungsverband) as the statutory auditor.
7. Approval of the acquisition by Erste Bank of own shares for the purpose of securities trading.
8. Authorisation of the acquisition by Erste Bank of own shares for no designated purpose, excluding the acquisition of such shares for trading purposes, ("share buy-back") as well as the authorisation to use these shares as consideration for the acquisition of enterprises, businesses or parts thereof or shares in one or more companies in Austria or abroad, and thus to dispose of these shares in a manner other than via the stock exchange or in public offering.
9. Approval of a new stock option program for members of the Management Board, executives and top performers of the Erste Bank group (MSOP 2005).

10. Approval of amendments of the articles of incorporation in the following paragraphs:

- a) 12.4: Increase of the share capital required to be present for passing resolutions revoking a member of the Supervisory Board, to three quarters, in analogy to the required majority of votes.
- b) 16.3: Deposit of shares also with a foreign bank specified in the invitation to the shareholders' meeting.
- c) 16.9: If the articles of incorporation provide for increased majority requirements, amendment of such a clause with the same majority requirements. Amendments of paragraph 16.9 of the articles of incorporation with a majority of three quarters.
- d) 16.10: Entitlement to record the shareholders' meeting and to broadcast it publicly.

To attend the annual general meeting, shareholders of Erste Bank must deposit their shares with Erste Bank, with an Austrian notary public or with the main office (Hauptanstalt) of another Austrian bank at least three working days prior to the annual general meeting and have those shares deposited until the end of the annual general meeting. Deposit offices must submit certificates of deposit in original or certified copy by 4 May 2005, at the latest, to the company (in advance via Fax: 050100/916383 - from abroad: +4350100/916383).

The group annual report (*Konzerngeschäftsbericht*) together with the group annual financial statements (*Konzernjahresabschluss*) and the group status report (*Konzernlagebericht*), as well as the annual financial statements and the status report of Erste Bank are available to interested parties, free of charge, at the head office of Erste Bank ("Kassensaal"), 1010 Vienna, Graben 21.

In addition, the report of the Management Board concerning the employees' participation scheme 2005 (*Mitarbeiterbeteiligungsprogramm*) and the report of the Supervisory Board concerning the management stock option program 2005 (*Managementoptionenprogramm*) are also available to interested parties, free of charge, at the head office of Erste Bank ("Kassensaal"), 1010 Vienna, Graben 21, until the day the shareholders' meeting is held.

Vienna, April 2005

The Management Board