

Agenda Item 2

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

The distribution of the balance sheet profit shown in the annual accounts of the company of 31.12.2004 in the amount of EUR 120,852,014.08 shall be made pursuant to the recommendation of the Management Board as follows:

1. With respect to the share capital with dividends rights of EUR 482,885,784 a dividend of EUR 0.50 per share shall be distributed, in total EUR 120,721,446.
2. The remaining balance sheet profit of EUR 130,568.08 is carried forward.
3. Payment of the dividend takes place on 19.5.2005.”

Agenda Item 3

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

The actions of the members of

- a) the Managing Board and
- b) the Supervisory Board

of Erste Bank der oesterreichischen Sparkassen AG for the business year 2004 shall be formally approved in separate votes.”

Agenda Item 4

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

The members of the Supervisory Board shall be granted a remuneration for the business year 2004 in the aggregate amount of EUR 254,364.00. The allocation of this amount shall be the responsibility of the Supervisory Board. The separate meeting attendance fee for the members of the Supervisory Board shall be determined in accordance with the practice of the previous years with EUR 364.00 per meeting of the Supervisory Board or one of its committees.”

Agenda Item 5

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

Dr. Theresa JORDIS and Dr. Hubert SINGER shall be elected as members of the Supervisory Board of Erste Bank der oesterreichischen Sparkassen AG until the termination of the shareholders’ meeting which resolves on the formal approval of the actions of the Supervisory Board for the business year 2007 (two-thousand and seven). Dkfm. KR Elisabeth GÜRTLER, Dr. Wilhelm RASINGER and o. Univ.-Prof. Dr. Georg WINCKLER shall be elected as members of the Supervisory Board of Erste Bank der oesterreichischen Sparkassen AG until the termination of the shareholders’ meeting which resolves on the formal approval of the actions of the Supervisory Board for the business year 2009 (two-thousand and nine).”

Agenda Item 6

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

In addition to Sparkassen-Prüfungsverband as mandatory bank auditor, Deloitte Wirtschaftsprüfungs GmbH shall be elected as auditor for the annual financial statements of the company and the group financial statements which the company must prepare for the business year 2006 according to sec 1 of the auditing rules for savings banks (*Prüfungsordnung für Sparkassen*), annex to sec 24 Savings Bank Act (*Sparkassengesetz*).”

Agenda Item 7

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

The company is authorised to purchase own shares according to sec 65 para 1 (7) Stock Corporation Act (*Aktiengesetz*) for the purpose of securities trading, provided that the amount of shares purchased for this purpose does not exceed 5% of the share capital at the end of each day. The consideration for each share must not be less than EUR 10.00 (Euro ten) and must not exceed EUR 80.00 (Euro eighty). This authorisation is valid for 18 months, thus until 11 November 2006 and replaces the authorisation to purchase own shares for the purpose of securities trading granted in the 11th ordinary shareholders’ meeting of Erste Bank der oesterreichischen Sparkassen AG.”

Agenda Item 8

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

The Management Board shall be authorised to purchase own shares pursuant to sec 65 para 1 (8) Stock Corporation Act (*Aktiengesetz*), subject to the approval of the Supervisory Board, provided that the amount of shares which are purchased pursuant to this authorisation and pursuant to sec 65 para 1 (1), (4) and (7) Stock Corporation Act (*Aktiengesetz*) does not exceed 10 % of the share capital. The consideration for each share must not be less than EUR 10.00 (Euro ten) and must not exceed EUR 80.00 (Euro eighty). The company shall be obliged to publish the respective resolution of the Management Board, the share buy-back program based on this resolution and the duration of the program. Own shares which have been acquired hereunder may be disposed of with the approval of the Supervisory Board for the purpose of issuing shares as consideration for the acquisition of enterprises, businesses, parts thereof or shares in one or more companies, in Austria or abroad, thus other than via the stock exchange or in a public offering. The Management Board is also authorised to redeem own shares without any further approval of the shareholders’ meeting. This authorisation shall be valid for 18 months, thus until 11 November 2006 and replaces the authorisation to acquire own shares pursuant to sec 65 para 1 (8) Stock Corporation Act (*Aktiengesetz*) granted in the 11th ordinary shareholders’ meeting of Erste Bank der oesterreichischen Sparkassen AG.”

Agenda Item 9

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

The stock option program 2005 (MSOP 2005), as approved by the Supervisory Board, published on 1 April 2005 and submitted to the shareholders’ meeting pursuant to Rule 28 of the Austrian Corporate Governance Code shall be approved in the form of the terms and conditions available in this meeting, which are annexed to the minutes of the shareholders’ meeting.”

Agenda Item 10

“It is proposed that the shareholders’ meeting shall pass the following resolution:

RESOLUTION

The articles of association of Erste Bank der oesterreichischen Sparkassen AG shall be amended pursuant to agenda item 10 in items 12.4, 16.3, 16.9 and 16.10 according to the wording of the available enclosure, which shall be annexed to the minutes of the shareholders’ meeting.”