

## **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 31.12.2005 in the amount of EUR 133,917,068.37 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 486,367,200 a dividend of EUR 0.55 per share shall be distributed, in total EUR 133,750,980.
2. The remaining balance sheet profit of EUR 166,088.37 is carried forward.
3. Payment of the dividend takes place on 26.5.2006.”

### **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 2005 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 2005 in the aggregate amount of EUR 350,000. 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 with immediate effect with EUR 500 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. Gabriele Zuna-Kratky shall be elected as member 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 2010.”

## **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, Ernst & Young Wirtschaftsprüfungsgesellschaft mbH 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 2007 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 and must not exceed EUR 100.00. This authorisation is valid for 18 months, thus until 19 November 2007 and replaces the authorisation to purchase own shares for the purpose of securities trading granted in the 12<sup>th</sup> 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 and must not exceed EUR 100.00. 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 19 November 2007 and replaces the authorisation to acquire own shares pursuant to sec 65 para 1 (8) Stock Corporation Act (*Aktiengesetz*) granted in the 12<sup>th</sup> 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 Management Board shall be authorised, for a period of five years after the registration of the amendment of the articles of association, to increase the registered capital with the consent of the Supervisory Board – also in several tranches – by an amount of up to EUR 180,000,000 by issuing up to 90,000,000 shares as follows, the type of shares, the issue price, the terms and conditions of the issue and, to the extent provided for, the exclusion of the subscription rights being determined by the Management Board:

- a) by issuing shares against cash contribution without excluding the subscription rights of the shareholders; however, if the capital increase serves for the issue of shares to employees, senior employees and members of the Management Board of the Company or a group company, by excluding the subscription rights of shareholders;
- b) by issuing shares against contribution in kind, excluding the subscription rights of shareholders.”

This authorisation replaces the existing authorised capital provided for in item 4.4 of the articles of association.

The articles of association will be amended in item 4.4 according to the wording of the available enclosure, which will be annexed to the minutes of the general meeting.



### **Agenda Item 10**

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

#### **RESOLUTION**

The Management Board shall be authorised, for a period of five years after the registration of the amendment of the articles of association, to effect a conditional increase of the registered capital with the consent of the Supervisory Board by a nominal amount of up to EUR 20,000,000 by issuing up to 10,000,000 bearer or registered ordinary shares (shares with no par value) at an issue price of at least EUR 2 per share against cash contribution and by excluding the subscription rights of the current shareholders. The authorised conditional capital serves to grant share options to employees, senior employees and members of the Management Board of the Company or a group company.“

The articles of association will be amended in item 4.4.3 according to the wording of the available enclosure, which will be annexed to the minutes of the general meeting.

### **Agenda Item 11**

“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 in items 2.5.3.4, 10.4, 13.3.14, 17 and 18 according to the wording of the available enclosure, which shall be annexed to the minutes of the shareholders’ meeting.”