

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 31.12.2007 in the amount of EUR 237,356,658.66 shall be made pursuant to the recommendation of the Management Board as follows:

1. With respect to 316,288,945 no-par shares a dividend of EUR 0.75 per share, in total EUR 237,216,708.75 shall be distributed.
2. The remaining balance sheet profit of EUR 139,949.91 is carried forward.”

Agenda Item 3

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

RESOLUTION

The actions of the members of

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

of Erste Bank der oesterreichischen Sparkassen AG for the business year 2007 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 2007 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 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

Theresa Jordis and Werner Tessmar-Pfohl 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 2012.”

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 m.b.H. shall be elected as auditor for the annual financial statements and the status report of the company as well as the group financial statements and the group status report which the company must prepare for the business year 2009 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 5 November 2009 and replaces the authorisation to purchase own shares for the purpose of securities trading granted in the 14th 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 as well as the financing of 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 5 November 2009 and replaces the authorisation to acquire own shares pursuant to sec 65 para 1 (8) Stock Corporation Act (*Aktiengesetz*) granted in the 14th ordinary shareholders’ meeting of Erste Bank der oesterreichischen Sparkassen AG.”

Agenda Item 9

„The following resolution shall be resolved by the shareholders' meeting:

RESOLUTION

The proportionate de-merger by acquisition according to sec 1 para 2 No 2 in connection with sec 8 para 1 of the Austrian De-Merger Act (Spaltungsgesetz; "SpaltG"), pursuant to the De-Merger and Acquisition Agreement dated 26 March 2008 as filed with the Vienna Companies Register, on the basis of the final balance sheet of Erste Bank der oesterreichischen Sparkassen AG of 31 December 2007, shall be resolved, whereby the de-merger of the Business Division Austria is made from Erste Bank der oesterreichischen Sparkassen AG with its seat in Vienna as transferring company to Dritte Wiener Vereins-Sparcasse AG with its seat in Vienna as acquiring company by way of universal succession and continuance of the transferring company without granting shares in the acquiring company. The De-Merger and Acquisition Agreement dated 26 March 2008 shall be approved. With regard to the foregoing, the articles of association of Erste Bank der oesterreichischen Sparkassen AG shall be amended as announced in the published agenda item 9, whereby the exact wording is evident from the available enclosure [comparison of articles of association with regard to agenda item 9], which shall be annexed to the minutes of the shareholders' meeting. “

Agenda Item 10

„The following resolution shall be resolved by the shareholders' meeting:

RESOLUTION

The stock option plan 2008 (MSOP 2008) as approved by the supervisory board, published on 21 March 2008 and presented to the shareholders' meeting according to rule 28 of the Austrian Corporate Governance Code, shall be resolved as set forth in the attachment to the minutes of the shareholders' meeting, as provided."

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 as announced in the published agenda item 11, whereby the exact wording is evident from the available enclosure [comparison of articles of association with regard to agenda item 11], which shall be annexed to the minutes of the shareholders’ meeting.”