

## **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 31.12.2008 in the amount of EUR 206,058,295.95 shall be made pursuant to the recommendation of the Management Board as follows:

With respect to 317,012,763 no-par shares a dividend of EUR 0.65 per share, in total EUR 206,058,295.95 shall be distributed.”

### **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 Group Bank AG in the business year 2008 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 2008 in the aggregate amount of EUR 325,000. 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**

Bettina Breiteneder, Jan Homan, Juan María Nin Génova, and Friedrich Rödler shall be elected as members of the Supervisory Board of Erste Group Bank 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 2013.”

## **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 2010 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 half the closing price at the Vienna Stock Exchange of the last trading day preceding the purchase and must not exceed twice the closing price at the Vienna Stock Exchange of the last trading day preceding the purchase. This authorisation is valid for 30 months, thus until 11 November 2011, and replaces the authorisation to purchase own shares for the purpose of securities trading granted in the 15<sup>th</sup> ordinary shareholders’ meeting of Erste Group Bank 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 2 and must not exceed EUR 100. 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, business divisions 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 30 months, thus until 11 November 2011, and replaces the authorisation to acquire own shares pursuant to sec 65 para 1 (8) Stock Corporation Act (*Aktiengesetz*) granted in the 15<sup>th</sup> ordinary shareholders’ meeting of Erste Group Bank AG.”

## **Agenda Item 9**

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

### **RESOLUTION**

The Company is authorised to purchase own participation certificates according to sec 23 para 16 Banking Act (*Bankwesengesetz*) in connection with sec 65 para 1 (7) Stock Corporation Act (*Aktiengesetz*) for the purpose of securities trading, provided that the amount of participation certificates purchased for this purpose does not exceed 5% of the issued participation capital at the end of each day. The consideration for each participation certificate must not be less than EUR 100 and must not exceed EUR 5,000. Own participation certificates which have been acquired hereunder may be disposed of other than via the stock exchange or in a public offering. This authorisation is valid for 30 months, thus until 11 November 2011.”

## **Agenda Item 10**

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

### **RESOLUTION**

The Management Board shall be authorised to purchase own participation certificates pursuant to sec 23 para 16 Banking Act (*Bankwesengesetz*) in connection with sec 65 para 1 (8) Stock Corporation Act (*Aktiengesetz*), subject to the approval of the Supervisory Board, provided that the amount of participation certificates 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 issued participation capital. The consideration for each participation certificate must not be less than EUR 100 and must not exceed EUR 5,000. Own participation certificates which have been acquired hereunder may be disposed of other than via the stock exchange or in a public offering. This authorisation shall be valid for 30 months, thus until 11 November 2011.”

## **Agenda Item 11**

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

### **RESOLUTION**

The Management Board shall be authorized, with the consent of the Supervisory Board, which requires a majority of three fourths of the shareholders’ representatives, for a period of five years after the registration of the amendment of the articles of association, to issue convertible bonds which have a conversion or subscription right for shares of the Company, also in several tranches, observing the subscription rights of the shareholders. The issuance of convertible bonds is limited to the extent that all conversion and subscription rights are covered by conditional capital. The amount and the terms and conditions of the issue of the convertible bonds will be determined by the Management Board with the consent of the Supervisory Board.

This authorisation shall be inserted into a new item 8.4 of the articles of association, according to the wording of the available enclosure (Comparison of the Articles of Association), which will be annexed to the minutes of the shareholders’ meeting.”

## **Agenda Item 12**

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

### **RESOLUTION**

The registered capital of the Company shall be subject to a conditional capital increase by an amount of up to EUR 124,700,000 by issuing up to 62,350,000 ordinary bearer shares to grant conversion or subscription rights to investors of convertible bonds.

This resolution shall be inserted into a new item 6.2 of the articles of association, according to the wording of the available enclosure, which will be annexed to the minutes of the shareholders’ meeting.

According to the available enclosure (Comparison of the Articles of Association), the current items 6.2 to 6.10 of the articles of association will be renumbered to 6.1.1 to 6.1.9.

Further, for clarification purposes, item 6.1 of the articles of association shall be amended according to the wording of the available enclosure (Comparison of the Articles of Association), which will be annexed to the minutes of the shareholders’ meeting, by the purpose of the existing conditional capital.”

### **Agenda Item 13**

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

#### **RESOLUTION**

The articles of association of Erste Group Bank AG shall be amended as announced in the published agenda item 13, whereby the exact wording is evident from the available enclosure (Comparison of the Articles of Association), which shall be annexed to the minutes of the shareholders’ meeting.”