

Agenda Item 5

The Supervisory Board proposes that the general meeting passes the following resolution:

RESOLUTION

„Dkfm. Elisabeth Gürtler, Mag. Dr. Wilhelm Rasinger and Univ.-Prof. Dr. Georg Winckler shall be elected as members of the Supervisory Board of Erste Group Bank AG until the conclusion of the general meeting which resolves on the formal approval of the actions of the Supervisory Board for the business year 2014.“

JUSTIFICATION

With the conclusion of the general meeting on 12th May 2010 the office terms as members of the Supervisory Board of Dkfm. Elisabeth Gürtler, Mag. Dr. Wilhelm Rasinger and Univ.-Prof. Dr. Georg Winckler will end.

Pursuant to Section 15.1 of the articles of association, the Supervisory Board shall consist of at least three and not more than twelve members elected by the general meeting. The Supervisory Board currently consists of twelve members, who have been elected by the general meeting. In the upcoming general meeting three members must be elected to maintain the current number of twelve members.

In the above proposal for election, the results of a pre-election for a representative of retail investors, which was supervised by the notary public Dr. Christoph Bieber, were

considered. Mag. Dr. Wilhelm Rasinger is proposed as a result of this pre-election as representative of the retail investors in the Supervisory Board.

All proposed persons have made declarations pursuant to § 87 para. 2 Stock Corporation Act (*AktG*), which are published on the Internet site of the Company.

For this agenda item, only election proposals made by shareholders with a shareholding of at least 1 % of the registered capital may be considered. These proposals together with the declarations pursuant to § 87 para. 2 AktG for each proposed person must be received by the Company in text form not later than on 3rd May 2010 and will be published on the Internet site of the Company not later than on 5th May 2010; otherwise the respective person must not be part of the election. Regarding the details and preconditions for the consideration of such election proposals, please refer to „information concerning the rights of shareholders and holders of participation certificates“, which are available on the Internet site of the Company.