

Agenda Item 2

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

The appropriation of the balance sheet profit shown in the annual accounts of the Company as of 31 December 2010 in the amount of EUR 405,823,224.70 shall be made pursuant to the recommendation of the Management Board as follows:

The holders of participation certificates will receive a dividend in the amount of 8% of the nominal value.

Each share entitled to a dividend will receive EUR 0.70. Own shares of the Company have no dividend rights.

The remaining amount is carried forward.

Agenda Item 3

The Management Board and the Supervisory Board propose that the general meeting passes 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 financial year 2010 shall be formally approved in separate votes.

Agenda Item 4

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

The members of the Supervisory Board shall be granted a remuneration for the financial year 2010 in the aggregate amount of EUR 700,000, whereby the allocation of this amount shall be in the responsibility of the Supervisory Board. The additional meeting attendance fee for the members of the Supervisory Board shall be determined with EUR 1,000 per meeting of the Supervisory Board or one of its committees.

Agenda Item 5

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

RESOLUTION

In addition to Sparkassen-Prüfungsverband as mandatory bank auditor, Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. shall be elected as auditor of the annual financial statements and the management report of the Company as well as the group financial statements and the group management report, which the Company must prepare for the financial year 2012 according to § 1 of the auditing rules for savings banks (*Prüfungsordnung für Sparkassen*), annex to § 24 Savings Banks Act (*Sparkassengesetz*).

NOTICE

The transparency provisions pursuant to § 270 para. 1a of the Commercial Code (*UGB*) are published on the Internet site of the Company.

Agenda Item 6

The Management Board and the Supervisory Board propose that the general meeting passes 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 2013, and replaces the authorisation to purchase own shares for the purpose of securities trading granted in the 16th ordinary general meeting of Erste Group Bank AG.

Agenda Item 7

The Management Board and the Supervisory Board propose that the general meeting passes 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 120. 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 by other means than via the stock exchange or a public offering. The Management Board is also authorised to redeem own shares without any further approval of the general meeting. This authorisation shall be valid for 30 months, thus until 11 November 2013, and replaces the authorisation to acquire own shares pursuant to sec 65 para 1 (8) Stock Corporation Act (*Aktiengesetz*) granted in the 16th ordinary general meeting of Erste Group Bank AG.

Agenda Item 8

The Management Board and the Supervisory Board propose that the general meeting passes 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 by other means than via the stock exchange or a public offering. This authorisation shall be valid for 30 months, thus until 11 November 2013, and replaces the authorisation to acquire own participation certificates for the purpose of securities trading granted in the 16th ordinary general meeting of Erste Group Bank AG.

Agenda Item 9

The Management Board and the Supervisory Board propose that the general meeting passes 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 by other means than via the stock exchange or a public offering. This authorisation shall be valid for 30 months, thus until 11 November 2013, and replaces the authorisation to acquire own participation certificates pursuant to sec 23 para 16 Banking Act (*Bankwesengesetz*) in connection with sec 65 para 1 (8) Stock Corporation Act (*Aktiengesetz*) granted in the 16th ordinary general meeting of Erste Group Bank AG.

Agenda Item 10

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

The articles of association shall be amended in sections 4. „Registered Capital and Shares“, 15. „Supervisory Board“, and 19. „Shareholders meeting“, according to the annexed wording of the articles of association with the proposed amendments highlighted.

JUSTIFICATION

With reference to the proposed amendment in section 4.4:

By order of the commercial court of Vienna on 18 January 2011 the cancellation of individual share certificates has been approved. With the accomplishment of the cancellation procedure all shares of Erste Group Bank AG will be deposited bearer shares. Due to the fact that in future no share certificates, renewal coupons and interim certificates will exist, a provision referring on them can be deleted without substitution.

With reference to the proposed amendment in section 15.7:

The already existing Committee for Management Board matters will obtain a new field of activity, namely the tasks allocated to the Remuneration Committee by law, particularly the dealing with the remuneration policy. At the same time its name will be changed into Nomination and Remuneration Committee.

With reference to the proposed amendment in section 19.5:

With the accomplishment of the above-mentioned cancellation procedure non-deposited bearer shares of the company will no longer exist. In connection with the right to participate in the general meeting the provision referring on such shares can be deleted. The following paragraphs 19.6 – 19.12 will be referred to as 19.5 – 19.11.

The articles of association will be annexed with the proposed amendments highlighted.