

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 financial statements of the Company as of 31 December 2011 in the amount of EUR 141,099,520.00 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. The shareholders will not receive a dividend.

EXPLANATION

The prerequisite for the distribution of dividends is not the result shown in the group financial statements that presented a net loss in the business year 2011, but rather the balance sheet profit or annual profit shown in the annual financial statements.

In addition to the cover in the balance sheet profit or the annual profit a corresponding resolution has to be passed by the general meeting.

According to the terms of issue regarding the participation certificates of the Erste Group Bank AG, the full distribution of dividends to participation certificate holders takes precedence over the distribution of dividends to shareholders. Since after the dividends have been distributed to the participation certificate holders no more distributable balance sheet profit remains, the above mentioned draft resolution is submitted to the general meeting.