

Agenda Item 5

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

RESOLUTION

1. The number of Supervisory Board members shall be reduced from twelve to ten.
2. Brian Deveraux O'Neill and John James Stack 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 2016.

EXPLANATION

Currently the Supervisory Board consists of twelve members who have been elected by the general meeting. This number complies with the maximum number stipulated in the articles of association (section 15.1).

With conclusion of the general meeting on 15 May 2012 the terms of office as members of the Supervisory Board of Brian Deveraux O'Neill, John James Stack and Heinz Kessler will end.

Heinz Kessler has exceeded the age limit of seventy years for the appointment of Supervisory Board members stipulated in section 12.1 of the articles of association, therefore his re-election is not possible.

Ms Gürtler has resigned from the Supervisory Board with conclusion of the general meeting on 15 May 2012 in compliance with section 15.5 of the articles of association.

In the upcoming general meeting on 15 May 2012, four members would have to be elected to maintain the current number of twelve members.

It is proposed to re-elect the Supervisory Board members O'Neill and Stack, beyond that it is not planned to elect two further members to the Supervisory Board.

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 Stock Corporation Act (AktG) and § 41 para. 4 (3) Banking Act (BWG) for each proposed person must be received by the Company in text form no later than on 4 May 2012 and will be published on the Internet site of the Company no later than on 8 May 2012; 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 the convocation notice, notably to the item „notice concerning the rights of shareholders pursuant to §§ 109, 110, 118 und 119 Stock Corporation Act (AktG)“.

All persons proposed by the Supervisory Board have made declarations pursuant to § 87 para. 2 Stock Corporation Act (AktG) and pursuant to § 41 para. 4 (3) Banking Act (BWG), which are available on the Internet site of the Company.