



ERSTE GROUP

Erste Group Bank AG
FN 33209 m

The Management Board of Erste Group Bank AG invites the shareholders (ISIN AT0000652011) and the holders of participation certificates (ISIN AT0000A0D4T3) of the Company to its

19th Annual General Meeting

on Tuesday, **15 May 2012**, 10.00 a.m. at the Austria Center Vienna, Saal A, Bruno Kreisky Platz 1, 1220 Vienna.

Agenda:

1. Presentation of the approved annual financial statements, the management report and the corporate governance report of the Management Board as well as the report of the Supervisory Board for the financial year 2011, and presentation of the group financial statements and the group management report for the financial year 2011.
2. Resolution on the appropriation of the profit.
3. Grant of discharge to the members of
 - a. the Management Board and
 - b. the Supervisory Boardwith regard to the financial year 2011.
4. Resolution on the remuneration of the members of the Supervisory Board.
5. Elections to the Supervisory Board.
6. Appointment of an additional auditor and group auditor for the audit of the annual financial statements and the management report as well as the group financial statements and the group management report for the financial year 2013.
7. Extension of the authorization to issue convertible bonds excluding the subscription rights of the shareholders.
8. Extension of the applicability of the conditional capital.
9. Authorization to join a horizontally organized group formed from the joint-liability scheme of the savings banks (Gleichordnungskonzern).
10. Amendments of the articles of association.

All time specifications cited in this convocation notice refer to the time valid in Vienna („Vienna Time“). It either corresponds to „Central European Time (CET)“ or to „Central European Summer Time (CEST)“.

DOCUMENTS FOR THE GENERAL MEETING

The following documents will be accessible no later than on **24 April 2012** pursuant to § 108 para. 3 and 4 Stock Corporation Act (AktG) for inspection by the shareholders and holders of participation certificates on the Internet site www.erstegroup.com/generalmeeting and will also be available in the general meeting:

- Annual financial statement and management report,
 - Corporate governance report,
 - Group financial statements and group management report,
 - Draft resolution on the appropriation of the profit,
 - Report of the Supervisory Board,
- each with regard to the financial year 2011,
- Draft resolutions concerning agenda items 2 to 10,
 - Report of the Management Board concerning agenda item 7,
 - Transparency statements pursuant to § 270 para. 1a of the Commercial Code (*UGB*) regarding agenda item 6,
 - Articles of Association, with the proposed amendments highlighted,
 - Complete wording of this convocation notice,
 - Forms for the granting and revoking of proxies pursuant to § 114 Stock Corporation Act (AktG).

RECORD DATE AND RIGHT TO PARTICIPATE IN THE GENERAL MEETING

Shares, participation certificates

All bearer shares of the Erste Group Bank AG are kept on deposit.

The right to participate in the general meeting, the voting rights and all other shareholder rights, which may be exercised in the general meeting, are subject to the shareholdings on **5 May 2012**, 24.00 hours Vienna Time (**Record Date**). The right of holders of participation certificates to participate in the general meeting is also subject to the holding of participation certificates on **5 May 2012**, 24:00 hours (**Record Date**).

Only such shareholders/holders of participation certificates have the right to participate in the general meeting, who give proof of qualification as a shareholder/as a holder of participation certificates to the Company at that date.

In case of shares/participation certificates, the shareholding/holding of participation certificates on the Record Date must be verified by submitting a **deposit certificate** pursuant to § 10a Stock Corporation Act (AktG) (applies analogously to participation certificates) which must be received by the Company no later than on **10 May 2012**, solely at one of the following addresses:

Via **Telefax**: +43 (0)1 8900 500 1

Via **SWIFT**: GIBAATWGGMS

Message Type MT598; please indicate in the wording in case of shares ISIN AT0000652011 and in case of participation certificates ISIN AT0000A0D4T3.

Via **e-mail**: anmeldung.erste@hauptversammlung.at (as scanned attachment; TIF, PDF, etc.)

Via mail: Erste Group Bank AG
c/o HV-Veranstaltungsservice GmbH
Waldgasse 9
2443 Stotzing
Austria

Deposit certificate pursuant to § 10a Stock Corporation Act (AktG)

The deposit certificate must be issued by the custodian bank with its seat in a member state of the European Economic Area or in a full member state of the OECD and shall include the following data:

- Information regarding the issuer: name/company and address or a code common between banks (SWIFT-CODE),
- Information regarding the shareholder or holder of participation certificates: name/company, address, date of birth in case of natural persons, or registry and registration number in case of legal persons,
- Information regarding the shares or participation certificates: amount of shares (ISIN AT0000652011) of the shareholder, amount of participation certificates (ISIN AT0000A0D4T3) of the holder of participation certificates,
- Deposit account number or other identification,
- The deposit certificate must refer to the Record Date, **5 May 2012**, 24:00 hours Vienna Time.

In the meaning of § 10a para. 1 last sentence Stock Corporation Act (AktG), Erste Group Bank AG will also accept certificates for the proof of shareholdings or the holding of participation certificates (deposit certificates), which are issued by legal persons, who are authorized as depositaries of these shares or participation certificates according to Czech or Romanian law.

The deposit certificates must be submitted in German or in English language.

The shares are not blocked by the registration to the general meeting or by the submission of the deposit certificate; thus shareholders may freely dispose of their shares also after registration or submission of a deposit certificate; this applies analogously to the holders of participation certificates.

REPRESENTATION BY PROXY

Every shareholder, who has the right to participate in the general meeting, has the right to nominate a proxy holder, who will attend the general meeting in the name of the shareholder and has the same rights as the shareholder who he represents. Likewise, holders of participation certificates may nominate a proxy holder regarding their right to attend the general meeting and their right to ask questions.

The proxy must be granted to a specific person (either a natural or a legal person) in writing; several persons may be nominated.

The proxy must be received by the Company solely at one of the following addresses:

Via **Telefax:** +43 (0) 1 8900 500 1

Via **SWIFT:** GIBAATWGGMS

Message Type MT598; please indicate in the wording in case of shares ISIN AT0000652011 and in case of participation certificates ISIN AT0000A0D4T3.

Via **e-mail:** anmeldung.erste@hauptversammlung.at (as scanned attachment; TIF, PDF, etc.)

Via **mail:** Erste Group Bank AG
c/o HV-Veranstaltungsservice GmbH
Waldgasse 9
2443 Stotzing
Austria

in person: at the registration desk for the general meeting at the place of the meeting

The proxy forms and the forms for the revocation of the proxy will be sent on request and are available on the Internet site of the Company on www.erstegroup.com/generalmeeting.

If you wish to submit the proxy electronically, you can use the **form** made available on the Internet site at www.hauptversammlung.at/proxy.

In case the proxy is not submitted personally upon registration on the day of the general meeting, the proxy must be received by the Company no later than on **11 May 2012**.

The above-mentioned provisions for granting proxies are applicable accordingly to the revocation of proxies.

For shareholders (not for holders of participation certificates) the granting of a proxy to the proxy representative appointed by the Company is possible and provided in the above-mentioned proxy form as an alternative.

No proxy can be granted to the Erste Group Bank AG, their Management and Supervisory Board members.

NOTICE CONCERNING THE RIGHTS OF SHAREHOLDERS PURSUANT TO §§ 109, 110, 118 AND 119 STOCK CORPORATION ACT (AKTG)

Shareholders, whose aggregate shares total not less than **5% of the registered capital** and who have held their shares for at least three months before the request, may request in writing **additional agenda items** for this general meeting, and their publication, provided such request is received by the Company either by telefax to +43 (0)5 0100 – 9 19447 or in written form to Erste Group Bank AG, 1010 Vienna, Graben 21, OE 196 333 – Group Secretariat, no later than on **24 April 2012**. Every such requested agenda item must be accompanied by a draft resolution together with a justification. In order to prove the shareholding it is necessary to submit a deposit certificate according to § 10a Stock Corporation Act (AktG), which certifies that the applying shareholders have been holders of these shares for at least three months before the request and which, at the date of submission to the Company must not be older than seven days. Regarding all other

requirements of the deposit certificate, please refer to the information regarding the right to participate in the general meeting.

Shareholders, whose aggregate shares total not less than **1% of the registered capital** may submit to every agenda item **draft resolutions** together with a justification and may request that these draft resolutions together with the justification and an optional statement by the Management Board or the Supervisory Board are published on the Internet site of the Company, provided such request is received in text form by the Company either by telefax to +43 (0)5 0100 – 9 19447 or to Erste Group Bank AG, 1010 Vienna, Graben 21, OE 196 333 – Group Secretariat, no later than on **4 May 2012**. For the proof of the shareholding for the exercise of this shareholder right it is necessary to submit a deposit certificate pursuant to § 10a Stock Corporation Act (AktG), which, at the date of submission to the Company, must not be older than seven days. Several deposit certificates concerning shares, which only together constitute a shareholding of 1 %, must refer to the same date. Regarding all other requirements for the deposit certificate, please refer to the information regarding the right to participate in the general meeting.

Every shareholder will be granted **disclosure** upon request about all affairs of the Company in the general meeting, as far as it is necessary for the appropriate evaluation of an agenda item. Disclosure may be denied to the extent that after reasonable commercial assessment it could be to the material detriment of the Company or a Group Company, or if disclosure would constitute a criminal offence.

Questions, whose response need longer preparation, may for the sake of an efficient meeting be submitted timely before the general meeting via telefax to +43 (0)5 0100 – 9 19447 or to Erste Group Bank AG, 1010 Vienna, Graben 21, OE 196 333 – Group Secretariat.

Every shareholder has the right to propose **resolutions** concerning all agenda items; these resolutions do not require former announcement. The prerequisite for the exercise of this right is that the shareholder has given proof of his or her right to participate in the general meeting.

The general meeting is bound to election proposals regarding the elections to the Supervisory Board as follows: Election proposals concerning Supervisory Board members as well as 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 published on the Internet Site of the Company no later than **8 May 2012**, otherwise the respective person must not be part of the election. This also applies to election proposals of shareholders pursuant to § 110 Stock Corporation Act (AktG), which must be received by the Company in text form no later than **4 May 2012**.

NOTICE CONCERNING THE RIGHTS OF THE HOLDERS OF PARTICIPATION CERTIFICATES

Holders of participation certificates have the right pursuant to § 23 para. 5 Banking Act (BWG) to participate in the general meeting and to ask questions. They will be granted information upon request about all affairs of the Company in the general meeting, as far as it is necessary for the appropriate evaluation of an agenda item. Disclosure may be denied to the extent that after reasonable commercial assessment it could be to the material detriment of the Company or a Group Company, or if disclosure would constitute a criminal offence.

Holders of participation rights do not have further rights. In particular, they have no voting rights, may not contribute other oral statements except in connection with their right to ask questions, and may not propose any resolutions.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

On the date of convening the general meeting the registered capital of the Company amounts to EUR 789,137,294 and is divided into 394,568,647 no-par value shares. Each share grants one vote. The Company and its subsidiaries hold 5,499,095 own shares as of 29 February 2012. Own shares convey no rights to the Company. The total number of shares which convey the right to participate in the general meeting and voting rights amounts to 389,069,522 on the above-mentioned date. There are no other classes of shares.

Exercising the authorisation by the Articles of Association the entire general meeting will be recorded in sound and vision and broadcasted publicly.

ADMISSION TO THE GENERAL MEETING

For the admission to the general meeting please bring the **notice of your intention to attend the general meeting** and an official **photo identification**.

If you attend the general meeting as a **proxy holder**, please also bring the **proxy** in addition to your official **photo identification**. If the original of the proxy was already sent to the Company, you may facilitate your admission if you can provide a copy of the proxy.

Erste Group Bank AG retains the right to verify the identity of the persons participating in the meeting. In case the verification of the identity is not possible, admission may be denied.

Please consider the large number of expected participants and the usual security measures when planning the timing of your arrival. Admission for the collection of voting cards starts at 9.00 a.m.

Vienna, March 2012

The Management Board