

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 ten to nine.
2. Dr. Theresa Jordis shall be elected as member 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 2017.

EXPLANATION

Currently the Supervisory Board consists of ten members who have been elected by the general meeting. With conclusion of the general meeting on 16 May 2013 the terms of office as members of the Supervisory Board of Dr. Theresa Jordis and Dr. Werner Tessmar-Pfohl will end.

In the upcoming general meeting on 16 May 2013 two members would have to be elected to maintain the current number of ten members.

Dr. Theresa Jordis has been a member of the Supervisory Board since 1998, serving as second Vice Chairwoman on the Supervisory Board since 2005 and providing valuable service to Erste Group Bank AG in these capacities. She has accepted to stand for re-election.

Mr Tessmar-Pfohl 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.

Dr. Werner Tessmar-Pfohl has been a member of the Supervisory Board since 2008, acting, in particular, as representative of the Austrian savings banks. Over recent years, the prudential standards applicable to alliances between credit institutions, such as the partnership between Erste Group Bank AG and Sparkassen, have gradually become more rigorous. In future, this trend is likely to continue. To warrant continued compliance with these standards, talks with the savings banks are currently underway to determine a mode of cooperation and with the objective of keeping the savings banks in the banking group while fostering close collaboration within this arrangement. Should the ongoing consultations be successful, the Supervisory Board will deem it desirable and expedient to continue having a representative with extensive knowledge and experience in oesterreichische Sparkassen Group in its ranks. Until the mode of our future cooperation has been decided, no replacement shall be appointed into the Supervisory Board as "savings banks representative" and thus the number of shareholder representatives in the Supervisory Board will be reduced to nine for the time being. As things stand today, the Supervisory Board will not seek to appoint a replacement until the general meeting in 2014.

The candidate for the Supervisory Board was selected on the basis of the criteria set forth by § 87 para 2a Stock Corporation Act (Aktiengesetz). The candidate proposed by the Supervisory Board has 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 that has been entered in the Company register.