

Agenda Item 6

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

RESOLUTION

1. The number of Supervisory Board members shall be increased from nine to eleven.
2. Dr. Elisabeth Bleyleben-Koren, Mag. Bettina Breiteneder, Dr. Gunter Griss, Mag. Jan Homan, Dr. Elisabeth Krainer Senger-Weiss, Juan María Nin Génova and Dipl. Ing. Mag. Friedrich Rödler 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 2018.

The right to rank nominated candidates for the individual functions is reserved.

EXPLANATION

According to section 15.1 of the Articles of Association, the Supervisory Board consists of at least three and a maximum of twelve members elected by the general meeting.

After the last election in the general meeting on 16 May 2013, the Supervisory Board consisted of nine members elected by the general meeting.

After the resignation of Dr. Theresa Jordis on 29.07.2013 the Supervisory currently consists of eight members elected by the general meeting.

With conclusion of the general meeting on 21 May 2014 the terms of office as members of the Supervisory Board of Mag. Bettina Breiteneder, Mag. Jan Homan, Juan María Nin Génova and Dipl. Ing. Mag. Friedrich Rödler will end.

In order to reach the number of nine Supervisory Board members after the election in the last general meeting on 16 May 2013, five members would have to be elected in the upcoming general meeting on 21 May 2014.

The Supervisory Board suggests increasing the number of Supervisory Board members elected by the general meeting to eleven, so that seven members will be elected in the upcoming general meeting on 21 May 2014.

Mag. Breiteneder, Mag. Homan and Dipl. Ing. Mag. Rödler have been members of the Supervisory Board since 2004, Mr. Nin Génova has joined the Supervisory Board in 2009. Mag. Rödler is chairman of the Supervisory Board since 15 May 2012. The candidates have accepted to stand for re-election.

The candidate nominated to become a new member, Dr. Bleyleben-Koren, was a Member of the Management Board of Erste Bank der oesterreichischen Sparkassen AG from 1997 to 2010 (Dep. Chairwoman from 1999, Chairwoman from 2008) and in this function she advanced cooperation with the savings banks in the context of the Haftungsverbund and enhanced Erste Bank's positioning as a strong retail bank.

The nominated candidate, Dr. Griss has been a senior partner of the Griss & Partner legal office in Graz since 1975. Mr. Griss has been Deputy Chairman to the Supervisory Board of Steiermärkische Bank und Sparkassen AG for several years and is thus equipped with demonstrated knowledge and experience in the Austrian savings banks sector. Mr. Griss would again bring a representative of the Austrian savings banks to the Supervisory Board, after the withdrawal of Mr. Werner Tessmar-Pfohl in 2013.

The candidate, Ms. Krainer Senger-Weiss is attorney at law in Vienna and listed as a lawyer in New York. Due to her legal expertise and international experience she can contribute valuably to the Supervisory Board's work.

When selecting candidates for the Supervisory Board, the Nomination Committee of the Supervisory Board took into account the EBA Guidelines on the assessment of the suitability of members of the management body and key function holders ("EBA-guidelines"), the Circular letter of the Financial Market Authority for the assessment of the suitability of Managers and Supervisory Board members as well as key function holders ("FMA circular letter") as well as the Suitability Policy of Members of the Supervisory Board of Erste Group Bank AG ("EGB Policy") and assessed the proposed candidates. In the assessments of the proposed candidates, the Nomination Committee took into account the reputation, experience, qualification and governance criteria. The outcome of these assessments was positive for all candidates and therefore the Nomination Committee advised the Supervisory Board to propose to the general meeting the election and re-election of the aforementioned candidates. The Supervisory Board agreed with this evaluation.

The candidates for the Supervisory Board were selected on the basis of the criteria set forth in the Stock Corporation Act (Aktiengesetz) and Banking Act (BWG). The candidates 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 that has been entered in the Company register.