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 2013 in the amount of EUR 170,619,712.00 shall be made pursuant to the recommendation of the Management Board as follows:

Each share entitled to a dividend will receive EUR 0.20.

The former holders of participation certificates who are entitled to a dividend will be paid a dividend in the amount of 8% of the nominal value for the period 1 January 2013 to 7 August 2013.

The remaining amount is carried forward.

The dividend will be paid out to shareholders five banking days after the general meeting – in deviation from section 23.4 of the Articles of Association which stipulates payout of dividends 10 days after the general meeting – i.e. on 28 May 2014.

Own shares of the Company convey no dividend rights.

In accordance with the conditions for participation certificates, payout of the dividend to former holders of participation certificates will take place 10 banking days after the general meeting, i.e. on 5 June 2014.

Own participation certificates of the Company convey no dividend rights.

Agenda Item 3

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

The actions of the members of the Management Board of Erste Group Bank AG in the financial year 2013 shall be formally approved.

Agenda Item 4

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

The actions of the members of the Supervisory Board of Erste Group Bank AG in the financial year 2013 shall be formally approved.

Agenda Item 5

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

The members of the Supervisory Board shall be granted a remuneration for the financial year 2013 in the aggregate amount of EUR 537,317,-- whereby the allocation of this amount shall be in the responsibility of the Supervisory Board. The additional meeting attendance fee for the members of the Supervisory Board shall be determined with EUR 1,000 per meeting of the Supervisory Board or one of its committees.

EXPLANATION

In comparison to the financial year 2012 the amount of remuneration is lower because the number of Supervisory Board members was also lower than in the financial year 2012 due to the retirement of Dr. Werner Tessmar-Pfohl after the annual general meeting on 16 May 2013 and the resignation of Dr. Theresa Jordis on 29 July 2013.

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.

Agenda Item 7

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

RESOLUTION

In addition to Sparkassen-Prüfungsverband as mandatory bank auditor, Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. shall be elected as auditor of the annual financial statements and the management report of the Company as well as the group financial statements and the group management report, which the Company must prepare for the financial year 2015 according to § 1 of the auditing rules for savings banks (*Prüfungsordnung für Sparkassen*), annex to § 24 Savings Banks Act (*Sparkassengesetz*).

EXPLANATION

The transparency provisions pursuant to § 270 para. 1a of the Commercial Code (*UGB*) are published on the Internet site of the Company that has been entered in the Company register.

Agenda Item 8

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

1. Revocation of the existing authorized capital according to the resolution of the general meeting from 12 May 2010 to the extent not already used

and

2. Authorization of the Management Board, until 21 May 2019 to increase the registered capital with the consent of the Supervisory Board – also in several tranches – by an amount of up to EUR 171,800,000 (in words: one hundred seventy one million eight hundred thousand) by issuing up to 85,900,000 (in words: eighty five million nine hundred thousand) voting no-par value bearer shares in return for contributions in cash and/or in kind, with the issue price and the issuing conditions being determined by the Management Board with the consent of the Supervisory Board. Furthermore, the Management Board is authorized to fully or partly exclude the statutory subscription right of the shareholders with the consent of the Supervisory Board (exclusion of the subscription right),

   a) if the capital increase is in return for a cash contribution and the shares issued while excluding the subscription right of the shareholders, taken together, do not exceed EUR 43,000,000 (in words: forty three million); and/or

b) if the capital increase is in return for a contribution in kind.

These measures can also be combined. The aggregate pro rata amount of registered capital represented by shares in respect of which the shareholders' subscription rights are excluded under this authorization, together with the pro rata amount of registered capital attributable to shares to which conversion or subscription rights or obligations relate under bonds which were issued and sold on the basis of the authorization in section 8.3 of the Articles of Association, subject to an exclusion of subscription rights, on or after 21 May 2014 must not, however, exceed the amount of EUR 171,800,000 (in words: one hundred seventy one million eight hundred thousand).

This authorization replaces the existing authorized capital according to section 5 of the Articles of Association. The Articles of Association will be amended in section 5 according to annexed wording with the amendments highlighted.

EXPLANATION

Erste Group Bank AG intends to provide for the possibility to satisfy eventual future capital requirements originating from changes of the law in whole or in part by capital increases. Moreover, further growth, for which the acquisition of other companies or stakes in companies may be necessary, should be safeguarded. For both purposes it will be necessary to supply the Company with additional equity.

With the resolution of the general meeting from 12 May 2010 so-called authorized capital was granted, whereby the Management Board was authorized until 12 May 2015 to increase the registered capital – also in several tranches – by an amount of up to EUR 200,000,000.

The Management Board has made use of this authorization in 2011 in several tranches by resolving an increase of the registered capital of EUR 24,601,756 in total. Based on this authorization, the Management Board has also resolved in 2012 an increase of the registered capital by EUR 7,602,770 and in 2013 the Management Board resolved to increase the registered capital by further EUR 70,462,706. All increases were made with the consent of the Supervisory Board.

Therefore, on the one hand the original authorized capital of EUR 200 million has been consumed by roughly 50 %; furthermore, the above mentioned authorization of the Management Board expires on 12 May 2015.

In order to provide the Management Board together with the Supervisory Board with utmost flexibility, new authorized capital in the above mentioned amount and for a new period of five years shall be resolved. The currently authorized capital shall be revoked to the extent not already used.

The proposed new authorization is intended to give the Management Board with the consent of the Supervisory Board the ability to exclude the subscription right of the shareholders partially (up to EUR 43,000,000; this corresponds to approximately 5 % of the registered capital of the company) if the increase of the capital is in return for a contribution in cash.

Any exclusion of subscription right in case of cash capital increase shall provide the company the greatest possible flexibility in connection with the future capital requirements arising from new legal or other regulatory measures or changes of the economic situation.

Furthermore, the Management Board shall be authorized, with the consent of the Supervisory Board, to fully or partly exclude the subscription right of the shareholders in return for a contribution in kind. This possibility to exclude the subscription right shall put the company in a position to use the authorized capital as consideration for a contribution in kind, for acquisitions of companies, businesses, parts of businesses or shares in one or more companies in Austria or abroad or for other assets.

The aggregate pro rata amount of registered capital represented by shares in respect of which the shareholders' subscription rights are excluded under this authorization, together with the pro rata amount of registered capital attributable to shares to which conversion or subscription rights or obligations relate under bonds which were issued and sold on the basis of the authorization in section 8.3 of the Articles of Association, subject to an exclusion of subscription rights, on or after 21 May 2014 must not, however, exceed the amount of EUR 171,800,000 (this corresponds to approximately 20 % of the registered capital of the Company). Thus, the authorization of the Management Board shall be – including all shares issued to investors of convertible bonds to which conversion or subscription rights or obligations relate under bonds (on the basis of the authorization in section 8.3 of the Articles of Association) – limited to a share volume of total EUR 171,800,000 i.e. a total of almost 20 % of the currently registered capital - which complies with international recommendations.

Please refer to the report of the Management Board concerning the possible exclusion of the subscription rights in connection with the issue of shares from authorized capital.

Due to the resolution, an amendment of section 5 of the Articles of Association is necessary. The Articles of Association will be annexed with the proposed amendments highlighted.

Agenda Item 9

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

The Articles of Association will be amended comprehensively according to the comparison of the Articles of Association enclosed.

EXPLANATION

On the one hand, the proposed amendments serve to clarify certain text passages or the literal adjustment to the legal text, and on the other hand, they serve to slim down the Articles of Association as a whole. Generally speaking, regulations with regard to the tasks and internal organisation of the Supervisory Board and its Committees were eliminated from the Articles of Association as far as permitted by law. These provisions, as provided by the Supervisory Board's organisational autonomy, should be addressed by the rules of procedure of the Supervisory Board or its Committees and are henceforth regulated only therein.

The individual proposed amendments are:

The proposed additions in the preamble regarding the split of companies in 2008 and in section 4.3 of the Articles of Association with regard to the stock split resolved in 2004, complete the corporate law history of the Articles of Association.

The building savings and loan business was moved forward to before the investment fund business in section 2.1 of the Articles of Association in order to reflect the structure of Sec. 1 Banking Act.

Section 5 of the Articles of Association relating to authorized capital was amended according to the proposal for a resolution ad agenda item 8.

In section 6 of the Articles of Association (conditional capital), the former sections 6.1.2 to 6.1.11 were summarised to list the entire nominal value of the shares subscribed in the context of the employee share ownership and management share option programmes in the business years of 2002 to 2011.

For greater ease of understanding, a note was included in the new section 6.1.2 referring to the capital adjustment carried out in 2004.

The changes in section 8 of the Articles of Association with regard to equity finance and other forms of financing are rewordings or clarifications.

The provision contained in section 8.4 regarding "participation capital" was eliminated, because participation capital was redeemed in 2013 and this clause of the Articles of Association is therefore no longer required.

The wording of section 9.1 relating to voting rights was adjusted to comply with the legal text.

The Section number for the Austrian Industrial Code in 12.4.1 relating to the personal requirements of the members of the Management Board is eliminated in order to avoid necessity of an amendment of the Articles of Association due to a new law version or change to the relevant paragraph number.

The amendment of section 15.2 relating to the election of the Chairman of the Supervisory Board and his deputy(ies) is both a clarification and an adjustment to the wording of statutory provisions on the one hand and a change in content on the other hand. The Supervisory Board shall elect only one deputy to the Chair (instead of the previous two). But there continues to be the option to elect more than one deputy.

The eliminated sections 15.6 and 15.7 relating to the creation of Committees were moved to section 16 of the Articles of Association (tasks of the Supervisory Board).

The addition in section 16.1, according to which the Supervisory Board shall assess the strategic objectives and internal principles of proper management together with the Management Board and monitor their implementation by the Management Board, was included due to the new provision of Sec. 28a (2c) Banking Act.

The provisions in sections after 16.2.1 or in section 17 refer to the responsibilities and internal organisation of the Supervisory Board and were eliminated – as far as permitted by law. The content of these eliminated provisions is now contained exclusively in the rules of procedure of the Supervisory Board and its Committees.

The addition in section 22.1 relating to governmental supervision serves the purpose of clarification, just as does the addition in section 23.3 relating to dividend entitlement.

The rewording of section 22.2 shall prevent an amendment to the Articles of Association automatically becoming necessary following a change to the relevant provision in the Banking Act.