

Agenda Item 8

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

RESOLUTION

The authorisation granted to the Management Board in the 20th ordinary general meeting of Erste Group Bank AG to acquire own shares for no designated purpose shall be revoked and the Management Board shall be authorised, for the duration of 30 months from the date of the resolution, i.e. until 11 November 2017, to acquire own shares pursuant to § 65 para 1 No 8 in conjunction with para 1a and para 1b Stock Corporation Act (Aktiengesetz - AktG) of up to 10% of the registered capital, subject to the Supervisory Board's consent, with the option of making repeated use of the 10% limit, either on the stock exchange or over the counter, likewise to the exclusion of the shareholders' right to tender proportional payment. The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes. EUR 2 (two euros) per share shall constitute the lowest consideration and EUR 120 (one hundred and twenty euros) per share shall be the maximum consideration.

Pursuant to § 65 para 1b in conjunction with § 171 Stock Corporation Act (Aktiengesetz – AktG), the Management Board shall be authorised for a period of 5 years from the date of the resolution, i.e. until 11 May 2020, subject to the Supervisory Board's consent, to sell or use the Company's own shares, also by means other than the stock exchange or a public offering for any purpose allowed by the law, particularly as consideration for the acquisition and financing of the acquisition of companies, businesses, business divisions or shares of one or several businesses in Austria or abroad and to the exclusion of the shareholders' proportional purchase option (exclusion of subscription right).

The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes.

The Management Board shall be authorised to redeem own shares subject to the Supervisory Board's consent without requiring any further general meeting resolution.

Reference is made to the Management Board report regarding agenda item 8 published on the Company's website which has been entered in the Company Register.