

Erste Group Bank AG

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Convocation for the Annual General Meeting

The Management Board of Erste Group Bank AG invites the shareholders (ISIN AT0000652011) of the Company to its

22nd Annual General Meeting

on Tuesday, **12 May 2015**, 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 2014, and presentation of the group financial statements and the group management report for the financial year 2014.
2. Grant of discharge to the members of the Management Board with regard to the financial year 2014.
3. Grant of discharge to the members of the Supervisory Board with regard to the financial year 2014.
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 2016.
7. Approval of the acquisition of own shares for the purpose of securities trading.
8. Authorisation to acquire own shares for no designated purpose and to the exclusion of trading in own shares as purpose of this acquisition, and authorisation of the Management Board to dispose of acquired shares, also by means other than the stock exchange or a public offering, combined with the authorisation of the Management Board to exclude the shareholders' general right to tender and general subscription option, subject to the Supervisory Board's consent, as well as the authorisation of the Management Board to redeem own shares, likewise subject to the Supervisory Board's consent.

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 **21 April 2015** pursuant to § 108 para. 3 and 4 Stock Corporation Act (AktG) for inspection on the Internet site www.erstegroup.com/generalmeeting and will also be available in the general meeting:

- Annual financial statements and management report;
- Corporate governance report;
- Group financial statements and group management report;
- Report of the Supervisory Board,
each with regard to the financial year 2014;
- Draft resolutions concerning agenda items 2 to 8;
- Management Board report to item 8;
- Job profile for 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) of the proposed candidates concerning agenda item 5;
- Transparency statements pursuant to § 270 para. 1a of the Commercial Code (*UGB*) regarding agenda item 6;
- 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

All bearer shares of 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 **02 May 2015, 24.00 hours** Vienna Time (**Record Date**, § 111 para 1 Stock Corporation Act).

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

The shareholding on the Record Date must be verified by submitting a **deposit certificate** pursuant to § 10a Stock Corporation Act (AktG) which must be received by the Company no later than on **07 May 2015**, 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 ISIN AT0000652011

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

Via **mail**: Erste Group Bank AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen/Wechsel
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: 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: amount of shares (ISIN AT0000652011) of the shareholder
- Deposit account number or other identification,
- The deposit certificate must refer to the Record Date, **02 May 2015**, 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 (deposit certificates), which are issued by legal persons, who are authorized as depositaries of these shares 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.

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.

The proxy must be granted to a specific person (either a natural or a legal person) in text form; 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 ISIN AT0000652011

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

Via **mail:** Erste Group Bank AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen/Wechsel
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 should be received by the Company no later than on **11 May 2015, 16.00 hours** Vienna Time.

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

For shareholders 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 in written form addressed to Erste Group Bank AG, 1010 Vienna, Graben 21, OE 196 333 – Group Secretariat, no later than on **21 April 2015**. 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. Several deposit certificates concerning shares, which only together constitute a shareholding of 5 % of the registered capital, must refer to the same date. 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 names of the respective shareholders, the justification and an optional statement by the Management Board or the Supervisory Board are published on the Internet site of the Company that has been entered in the company register, 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 **30 April 2015**.

With regard to proposals concerning the elections to the Supervisory Board (item 5 – elections to the Supervisory Board) the justification is replaced by the declaration of the proposed person pursuant to § 87 para. 2 Stock Corporation Act (AktG), § 28a and § 41 para. 4 (3) Banking Act (BWG).

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.

A draft resolution that was published according to § 110 para 1 Stock Corporation Act (AktG), can only be voted on if it is repeated in the general meeting as resolution.

Every shareholder has the right to propose **resolutions** in the general meeting 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. This does not apply to elections to the Supervisory Board. The following has to be taken into consideration with regard to elections to the Supervisory Board:

Election proposals by shareholders according to § 110 Stock Corporation Act concerning Supervisory Board members as well as the declarations concerning the requirements pursuant to § 87 para. 2 Stock Corporation Act (AktG) § 28a Banking Act (BWG) and § 41 para. 4 (3) Banking Act (BWG) for each proposed person must be received by the Company in text form no later than on **30 April 2015** and must be published by the Company on the Internet Site of the Company that has been entered in the commercial register no later than **05 May 2015**, otherwise the respective person must not be part of the election.

With regard to the elections to the Supervisory Board the general meeting should take into account the criteria set forth in § 87 para 2a Stock Corporation Act (AktG), such as the professional qualifications of the members, the professionally well balanced composition of the Supervisory Board, aspects of diversity and the professional integrity. In addition, every proposed candidate has to fulfil the requirements pursuant to § 28a and § 41 para. 4 (3) Banking Act (BWG) and every election proposal has to be reviewed by the Company with regard to these requirements.

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, via E-Mail to fragen.erste@hauptversammlung.at, or in writing to Erste Group Bank AG, 1010 Vienna, Graben 21, OE 196 333 – Group Secretariat.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS

On the date of convening the general meeting the registered capital of the Company amounts to EUR 859,600,000 and is divided into 429,800,000 no-par value shares. Each share grants one vote. The Company and its subsidiaries hold 13,248,517 own shares as of 28 February 2015, which convey no voting rights.

The total number of shares which convey voting rights amounts to 416,551,483 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 accelerate 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, April 2015

The Management Board