

## Agenda Item 2

The management board and the supervisory board propose that the general meeting passes the following resolution:

### RESOLUTION

The profit available for distribution recognised in the financial accounts of the Company as of 31 December 2015 and amounting to EUR 214,900,00.00 will be appropriated as follows in accordance with the management board's recommendation:

Each share entitled to a dividend payment will receive EUR 0.50, at most a total of EUR 214,900,000.00 will be paid out.

The Company is not entitled to any dividend payments from its own shares.

Notwithstanding clause 23.4 of the Articles of Association, which stipulates payout of the dividend 10 days after the general meeting, the dividend will be paid out to shareholders five banking days after the general meeting i.e. on 19 May 2016.

## Agenda Item 3

The management board and the supervisory board propose that the general meeting passes the following resolution:

### RESOLUTION

The management board members of Erste Group Bank AG are granted discharge for the financial year 2015.

## Agenda Item 4

The management board and the supervisory board propose that the general meeting passes the following resolution:

### RESOLUTION

The members of the supervisory board of Erste Group Bank AG are granted discharge for the financial year 2015.

## 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 are granted a remuneration for the financial year 2015 in the amount of EUR 664,400 subject to allocation by the supervisory board.

Effective from today's general meeting, the additional attendance fee for the members of the supervisory board shall be set at EUR 1,000 per meeting of the supervisory board or any of its committees.

### EXPLANATORY NOTE

The amount of the remuneration is higher than the remuneration paid for the financial year 2014 because the number of members appointed by the general meeting was increased from eleven to twelve at the last general meeting held on 12 May 2015.

## Agenda Item 6

The supervisory board proposes that the general meeting adopts the following resolution:

### RESOLUTION

In addition to Sparkassen-Prüfungsverband, in its capacity as statutory auditor, PwC Wirtschaftsprüfung GmbH will be appointed auditor of the annual financial statements and the management report as well as the consolidated financial statements and the group management report of the Company for the financial year 2017 in accordance with sec. 1 of the audit rules for savings banks (Prüfungsordnung für Sparkassen), annex to sec. 24 Savings Banks Act (SpG).

### EXPLANATORY NOTE

The transparency provisions pursuant to sec. 270 (1a) Commercial Code (UGB) are available on the Company's website referenced in the Company Register.

## Agenda Item 7

The management board and the supervisory board propose that the general meeting passes the following resolution:

### RESOLUTION

The Articles of Association shall be amended in point 12.1, so that the provision from now on is as follows.

Mitglieder des Vorstands und des Aufsichtsrats müssen ausreichend fachlich und persönlich qualifiziert sein und die gesetzlichen Voraussetzungen erfüllen. Vorstandsmitglieder dürfen im Zeitpunkt ihrer Bestellung nicht älter als 65 Jahre sein. Die Funktionsperiode eines Aufsichtsratsmitglieds endet mit dem Ablauf der ordentlichen Hauptversammlung, die auf die Vollendung des 74. Lebensjahres des Aufsichtsratsmitglieds folgt. Vorstandsmitglieder dürfen nicht Mitglieder des "VEREIN - DIE ERSTE österreichische Spar-Casse Privatstiftung" sein.	Members of the Management Board and the Supervisory Board have to be sufficiently qualified with regard to their knowledge and their person and must meet the statutory requirements. At the time of their appointment Management Board members must not be older than 65 years of age. The term of office of a member of the Supervisory Board shall end upon conclusion of the annual shareholders' meeting following completion of the 74 <sup>th</sup> year of the member of the Supervisory Board. Management Board members must not be members of the "VEREIN - DIE ERSTE österreichische Spar-Casse Privatstiftung".
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### EXPLANATORY NOTE

The Austrian Stock Corporation Act and the Austrian Corporate Governance Code do not stipulate any age limit for supervisory board members. The German Corporate Governance Code, in contrast, recommends the provision of an age limit for supervisory board members without proposing any specific age limit itself.

It is therefore incumbent on the management board and the supervisory board of Erste Group Bank AG to exercise the given discretion when it comes to determining an age limit and to provide specific solutions – in due consideration of the business of Erste Group Bank AG and the definition of essential qualification standards for the supervisory board. In the process, both the ever growing requirements on the performance of a supervisory board mandate and the complexity of the function must be taken into account, particularly from the perspective of an international business bank.

It should be noted that, generally, in practice, the definition of an age limit can be ensured by way of a supervisory board resolution, by amending the rules of procedure for the supervisory board or also by defining an age limit in the Articles of

Association. Erste Group Bank AG has opted to define an age limit in its Articles of Association.

Amending clause 12.1 of the Articles of Association serves to ensure the extensive convergence of the latest point in time for ending the term of all supervisory board members by setting the age limit – irrespective of the point in time at which the respective member was appointed or the duration of his/her term – to the end of the annual general meeting held after completion of the respective supervisory board member's 74th year of life.

When the age limit is determined by the time of a member's appointment – as is the case for supervisory board members according to the currently applicable Articles of Association – an age difference results at the latest possible point in time for ending the supervisory board mandate that cannot be justified in objective terms, because the length of the term of the respectively elected supervisory board member is not taken into account. In actual reality, this leads to an age difference of up to five years at the time of ending the term in office of the individual supervisory board members – irrespective of the date of birth, the date of the general meeting, the date of initial appointment, etc.

For the management board members, basing the age limit on the time of appointment allows for an objective differentiation, since the nomination is not made by the general meeting but by the supervisory board at the required point in time.