

## Agenda Item 9

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

### RESOLUTION

The authorisation granted to the Management Board in the 22<sup>nd</sup> Annual 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, pursuant to sec. 65 (1) no. 8 as well as (1a) and (1b) Stock Corporation Act (AktG), for the duration of 30 months from the date of the resolution, i.e. until 16 November 2019, to acquire own shares of up to 10% of the registered capital, subject to approval by the Supervisory Board, with the option of making repeated use of the 10% limit, either at 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. The market price per share must not be below two euros or above EUR 120.

Pursuant to sec. 65 (1b) in conjunction with sec. 171 Stock Corporation Act (AktG), the Management Board shall, subject to approval by the Supervisory Board, be authorised for a period of 5 years from the date of the resolution, i.e. until 16 May 2022, 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 option).

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 (joint) Management Board Report regarding agenda items 9 and 10 published on the Company's website referenced in the Company Register.