

## Agenda Item 5

The Management Board and the Supervisory Board propose to the Annual General Meeting to pass the following resolution:

### RESOLUTION

The elected members of the Supervisory Board shall be entitled to the following annual remuneration for the financial year 2017 and for the years beyond (provided a future Annual General Meeting does not determine otherwise):

#### Fixed remuneration / Supervisory Board:

Chairperson	EUR 150,000
1st deputy chairperson	EUR 90,000
2nd deputy chairperson	EUR 80,000
Ordinary member	EUR 60,000

#### Fixed remuneration / committee:

Chairperson of the	
- Risk, Audit and IT Committee	EUR 10,000 each
- Remuneration and Nomination Committee	EUR 5,000 each
Ordinary member	EUR 0
Deputy Chairperson	EUR 0

In accordance with the duration of the respective Supervisory Board mandate, the remuneration for the business year shall be allocated in a prorated manner (pro rata temporis) or for the entire financial year.

#### Meeting attendance fee:

Additionally, every elected member of the Supervisory Board shall be entitled to an attendance fee of EUR 1,000 per meeting. The attendance fee shall only be due if the meeting is actually attended.

### EXPLANATORY NOTE

In recent years, the Annual General Meeting has agreed on a lump sum for Supervisory Board remuneration and the Supervisory Board was entrusted with allocating such sum to the individual members of the Supervisory Board by the passing of a resolution.

In the past, the Supervisory Board has used the following key for the allocation of remuneration:

Fixed remuneration / Supervisory Board:

Chairperson	EUR 100,000
Deputy chairperson	EUR 75,000
Ordinary member	EUR 50,000

The tasks to be performed, the required qualifications and the related responsibility of the members of the Supervisory Board have increased sharply over the last few years. The raised expectations of national and European supervisory authorities regarding knowledge, skills and the activities of members of the Supervisory Board comes accompanied with the establishment of a new and ever-growing rulebook, clearly demonstrating the increased regulatory demands. The related workload and time requirements for members of the Supervisory Board have increased in at least the same measure, but Supervisory Board remuneration in Erste Group Bank AG has not increased since the Annual General Meeting in 2011.

A comparison of Supervisory Board remuneration levels in listed companies of comparable size and structure in Europe shows that Supervisory Board remuneration in Erste Group Bank AG is lower – in some cases even considerably lower than elsewhere.

Therefore, the proposed new remuneration structure for the Erste Group Bank AG Supervisory Board represents an approximation of remuneration structures applicable in comparable listed companies in Europe. Notably, the proposed adjustment takes account of the responsibility and the workload and time requirements related to presiding over a body and the significantly higher workload related to participation in committees.