

Agenda Item 6

The Supervisory Board proposes to the Annual General Meeting to pass 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 2019 in accordance with sec. 1 of the audit rules for savings banks (*Prüfungsordnung für Sparkassen*), annex to sec. 24 Savings Banks Act (ÖSpkG).

EXPLANATORY NOTE

The first time the Annual General Meeting appointed PwC Wirtschaftsprüfung GmbH additional auditor of the annual financial statements and management report as well as the consolidated financial statements and the group management report was for the financial year 2017.

Among other activities, the Audit Committee of the Erste Group Bank AG Supervisory Board regularly reviewed and monitored the independence of PwC Wirtschaftsprüfung GmbH, in particular in connection with the additional services provided to Erste Group (non-audit services) pursuant to sec. 63a (4) (4) Banking Act, during the financial year 2017.

Following consideration of the threats to independence (sec. 6 (2) (b) of Regulation (EU) No. 537(2014)) related to PwC Wirtschaftsprüfung GmbH and submission of a statement of independence in accordance with sec. 270 Commercial Code (UGB) by PwC Wirtschaftsprüfung GmbH, the Audit Committee's recommendation to the Supervisory Board was to renew the audit mandate given to PwC Wirtschaftsprüfung GmbH as additional 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 2019.

The fees invoiced by the auditors of Erste Group Bank AG and their subsidiaries for the financial year 2017 can be seen in the Erste Group annual report for financial year 2017. PwC's fees given there include the services of PwC Wirtschaftsprüfung GmbH and the companies of the PwC network.