

# **Erste Group Bank AG**

**FN 33209 m**

## **Convocation to the Annual General Meeting**

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

### **25<sup>th</sup> Annual General Meeting**

scheduled for Thursday, **24 May 2018**, 09:00 hours Vienna Time, at Wiener Stadthalle, Hall F, A-1150 Vienna, Roland Rainer Platz 1.

#### **Agenda:**

1. Presentation of the approved annual financial statements, the management report and the (consolidated) corporate governance report of the Management Board, the (consolidated) non-financial report, the draft resolution on the appropriation of profit as well as the report of the Supervisory Board for the financial year 2017, and presentation of the consolidated financial statements and the group management report for the financial year 2017.
2. Resolution on the appropriation of the 2017 profit.
3. Resolution on granting discharge to the members of the Management Board with regard to the financial year 2017.
4. Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2017.
5. Resolution on the remuneration of Supervisory Board members.
6. Appointment of an additional auditor to audit the annual financial statements and the management report as well as the consolidated financial statements and the group management report for the financial year 2019.
7. Resolution on reducing the number of Supervisory Board members.
8. Resolution on authorising the Management Board to issue convertible bonds, until 24 May 2023 and with the Supervisory Board's approval, that grant subscription or conversion rights for the acquisition of company shares subject to the maintenance or the exclusion of the shareholders' subscription rights, respectively. The terms of issue may oblige conversion at the end of the term or at another point in time in addition to or instead of subscription or conversion rights. The number of convertible bonds issued may

not exceed the volume needed to warrant satisfaction of any conversion or subscription rights asserted and, where the terms of issue stipulate conversion, fulfilment of related conversion obligations by way of the conditional capital increase. The issue price, terms of issue and the exclusion of shareholders' subscription rights shall be decided by the Management Board with the Supervisory Board's consent. The Articles of Association will be amended accordingly.

9. Resolution on cancelling currently authorised capital and creating new authorised capital in return for contributions in cash/or in kind, along with the option of excluding subscription rights. The Articles of Association will be amended accordingly.
10. Resolution on amendments of the Articles of Association in clauses 5, 8.3, 15.5 and 21.4.

All the times specified in the letter of convocation refer to the local time in Vienna ("Vienna Time"). Such indications correspond either to "Central European Time (CET)" or to "Central European Summer Time (CEST)".

## DOCUMENTS FOR THE ANNUAL GENERAL MEETING

In particular, the following documents shall be available for online viewing by no later than **3 May 2018** in compliance with sec. 108 (3) and (4) Stock Corporation Act (AktG) at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung):

- financial statements and management report,
- (consolidated) Corporate Governance Report;
- (consolidated) non-financial report;
- consolidated financial statements and group management report;
- draft resolution on the appropriation of the profit,
- Supervisory Board Report;  
each with regard to the financial year 2017;
- draft resolutions concerning agenda items 2 through 10;
- Management Board Reports regarding agenda items 8 and 9;
- wording of the letter of convocation;
- form for granting and revoking proxy appointments pursuant to sec. 114 Stock Corporation Act (AktG).

## RECORD DATE AND ELIGIBILITY TO ATTEND THE ANNUAL GENERAL MEETING

All bearer shares of Erste Group Bank AG are held in securities accounts.

The right to attend the Annual General Meeting and to exercise voting rights, as well as all other shareholder rights that may be exercised in the Annual General Meeting, are determined by the shareholdings as held on Monday, **14 May 2018, 24.00 hours (record date)**, sec. 111[1] Stock Corporation Act [AktG]).

Eligible to attend the Annual General Meeting shall be anyone who holds shares on this effective date and provides evidence thereof to the Company.

The shares held on the record date must be verified by submitting a **deposit certificate** in accordance with sec. 10a Stock Corporation Act (AktG) and the Company must receive such submission by no later than **18 May 2018, 24:00 hours Vienna Time** exclusively at one of the addresses indicated below.

by e-mail: [anmeldung.erste@hauptversammlung.at](mailto:anmeldung.erste@hauptversammlung.at)  
(as scanned attachment; TIF, PDF, etc.)

by fax: +43 (0)1 8900 500 1

by SWIFT: GIBAATWGGMS  
Message type MT598 or MT599; mandatory specification of ISIN AT0000652011 in the message wording.

by post Erste Group Bank AG  
or c/o HV-Veranstaltungsservice GmbH  
by messenger: Köppel 60  
8242 St. Lorenzen/Wechsel  
Austria

## Deposit certificate pursuant to sec. 10a Stock Exchange Act (AktG)

The deposit certificate must be issued by the custodian bank with its registered office in a member state of the European Economic Area or in a full member state of the OECD and shall include the following details:

- information on the issuer: name/company name and address or a code used between banks (SWIFT code);
- information on the shareholder: name/company name, address, date of birth in case of natural persons or, as the case may be, designation of company register and registration number in case of legal persons;
- information on the shares: number of shares (ISIN AT0000652011) held by the shareholder;
- securities account number or other identification;
- the deposit certificate must refer to the record date **14 May 2018**, 24:00 hours.

In accordance with the final sentence of sec. 10a (1) Stock Corporation Act (AktG), Erste Group Bank AG shall also accept certificates evidencing the ownership of shares (deposit certificates) issued by legal persons authorised as depositaries of these shares under Czech or Romanian law and by any company belonging to the group of Erste Group Bank AG that is a credit institution or has the authority to hold financial instruments in custody or manage financial instruments.

The deposit certificates must be submitted in German or in English.

Registration for the Annual General Meeting or submission of the deposit certificate shall not block the shares held; therefore, shareholders may continue to freely negotiate their shares even after registration or submission of a deposit certificate.

## REPRESENTATION BY PROXY

Every shareholder eligible to attend the Annual General Meeting may appoint a proxy vested with the same rights as the shareholder being represented for the purpose of attending the Annual General Meeting in the name of the shareholder.

Proxy must be granted to a specific person (either a natural or a legal person) in writing; several persons may be authorised by proxy.

The proxy letter must be received by the Company exclusively at one of the addresses indicated below:

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

by **fax**: +43 (0)1 8900 500 1

by **SWIFT**: GIBAATWGGMS  
Message type MT598 or MT599; in case of shares, mandatory specification of ISIN AT0000652011 in the message wording.

by **post**: Erste Group Bank AG  
c/o HV-Veranstaltungsservice GmbH  
Köppel 60  
8242 St. Lorenzen/Wechsel  
Austria

**in person**: at the Annual General Meeting's registration desk set up at the venue

The proxy forms and the forms for revocation of proxy shall be sent on request and are available on the Company's website at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung).

If the letter of proxy is not submitted in person at the time of registration on the day of the Annual General Meeting, it must be received by the Company by no later than **23 May 2018, 16:00 hours** at one of the above-referenced addresses of receipt.

The above provisions relating to the granting of proxy are applicable by analogy to the revocation of proxy.

Shareholders may also grant proxy to the proxy appointed by the Company; this option is provided in the previously mentioned proxy form.

Proxy may not be granted to Erste Group Bank AG, their Management Board and Supervisory Board members.

## **NOTICE ON THE SHAREHOLDER RIGHTS PROVIDED UNDER SECTIONS 109, 110, 118 AND 119 STOCK CORPORATION ACT (AKTG)**

Shareholders, whose aggregate shares total **5% of the registered capital** and who have held their shares for at least three months prior to the request, may submit a written proposal for **additional agenda items** to be addressed at this Annual General Meeting and for publication of these items, provided such proposal is received by the Company in a letter addressed to Erste Group Bank AG, 1100 Vienna, Am Belvedere 1, OE 196 333 – Group Secretariat, by no later than on **3 May 2018**. Every agenda item proposed in this manner must be accompanied by a draft resolution together with a justification for the proposal.

To prove qualification as a shareholder it shall suffice to submit a deposit certificate according to sec. 10a Stock Corporation Act (AktG) confirming that the shareholders submitting the proposal have held their shares for a period of no less than three months prior; this deposit certificate may not be older than seven days on the date of submission to the Company. If several deposit certificates are submitted for shares that make up 5% of the registered capital in aggregate only, these must all refer to the same record date. For all further requirements that need to be met by the deposit certificate, please refer to the section providing information on the right to attend the Annual General Meeting.

Shareholders whose aggregate shares total **1% of the registered capital** may submit **draft resolutions** together with a justification for every agenda item and request that these draft resolutions along with the name of the shareholders concerned, the accompanying justification and an optional statement by the Management Board or Supervisory Board be made available on the Company's website referenced in the Company Register, provided such a request is received by the Company in writing either by fax at +43 (0)5 0100 – 9 19447 or by Erste Group Bank AG, 1100 Vienna, Am Belvedere 1, OU 196 333 – Group Secretariat by no later than **14 May 2018**.

As proof of the shareholding required to exercise this shareholder right, submission of a deposit certificate pursuant to sec. 10a Stock Corporation Act (AktG) shall suffice if it is not older than seven days at the time of submission to the Company. If several deposit certificates are submitted for shares that make up 1% of the registered capital in aggregate only, these must all refer to the same record date. For all further requirements that need to be met by the deposit certificate, please refer to the section providing information on the right to attend the Annual General Meeting.

A draft resolution disclosed in accordance with sec. 110 (1) Stock Corporation Act (AktG) should only be voted on according to sec. 119 (2) Stock Corporation Act (AktG) if reiterated as a proposal in the meeting itself.

Every shareholder has the right to **propose resolutions** for each item on the agenda and these shall require no *ex ante* notification. This shall be subject to the presentation of proof required for attendance of the Annual General Meeting hereby convened.

To the extent necessary for the proper assessment of an agenda item, every shareholder will be granted **disclosure** of Company affairs at the Annual General Meeting. Disclosure may be denied if a reasonable commercial assessment reveals that it may cause substantial harm to the Company or an affiliated company, or if disclosure would be liable to prosecution.

For the sake of an efficient meeting, questions that require lengthy preparation to respond to may be submitted in due time before the Annual General Meeting by fax to +43 (0)5 0100 – 9 19447 or by e-mail to

[fragen.erste@hauptversammlung.at](mailto:fragen.erste@hauptversammlung.at) or in writing to Erste Group Bank AG, 1100 Vienna, Am Belvedere 1, OU 196 333 – Group Secretariat.

## TOTAL NUMBER OF SHARES AND VOTING RIGHTS, TRANSFER

At the time of convening the Annual General Meeting, the Company's registered capital amounts to EUR 859,600,000 and is split into 429,800,000 no-par value shares. Each share carries one vote. The number of voting shares totals 429,800,000. The Company and its subsidiaries held 1,137,582 own shares as at 28 February 2018, from which they do not derive any voting rights.

Shares are not divided into different classes.

In discharging the authorisation granted by the Articles of Association, both image and audio recordings will be made of the entire Annual General Meeting and publicly broadcast.

## ADMISSION TO THE ANNUAL GENERAL MEETING

For admission to the Annual General Meeting (registration), please bring your **deposit certificate** or the **notice of your intention to attend the Annual General Meeting** and an **official photo ID**.

If you are planning to attend the Annual General Meeting as a **proxy**, please also bring the **letter of proxy** along with your **official photo ID**. If the original letter of proxy has already been sent to the Company, you will be able to expedite your admission by providing a copy of the letter of proxy.

Erste Group Bank AG reserves the right to verify the identity of the persons attending the meeting. If a person's identity cannot be verified, admission may be denied.

When planning your schedule, please take into account the large number of attendants expected and the usual security precautions. Admission for voting card collection starts at 8.00 am.

Vienna, April 2018

Management Board