

## **Erste Group Bank AG**

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

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

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

scheduled for Wednesday, **15 May 2019**, 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 2018, and presentation of the consolidated financial statements and the group management report for the financial year 2018.
2. Resolution on the appropriation of the 2018 profit.
3. Resolution on granting discharge to the members of the Management Board with regard to the financial year 2018.
4. Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2018.
5. 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 2020.
6. Amendment of section 15.1 Articles of Association with respect to the number of Supervisory Board members.
7. Supervisory Board election.
8. Approval of the acquisition of own shares for the purpose of securities trading.
9. Resolution on the Management Board's authorisation to acquire own shares for the purpose of offering free or concessionary shares to Erste Mitarbeiterbeteiligung Privatstiftung, to its beneficiaries, to employees, managers and members of the Management Board of Erste Group Bank AG and affiliated group companies or other companies pursuant to sec 4d (5) (1) Austrian Income Tax Act (EStG).

10. Resolution on the Management Board's authorisation to acquire own shares for no designated purpose and to the exclusion of trading in own shares as purpose of this acquisition, and authorisation of the Management Board to divest the repurchased shares, also by means other than the stock exchange or a public offering, combined with the authorisation of the Management Board to exclude the shareholders' general right to tender and general subscription right, subject to the Supervisory Board's consent, as well as the authorisation of the Management Board to redeem own shares, likewise subject to the Supervisory Board's consent.

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

## DOCUMENTS FOR THE ANNUAL GENERAL MEETING

In particular, the following documents will be made available for viewing on the internet at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung) by no later than **24 April 2019** in acc. with sec. 108 (3) and (4) Stock Corporation Act (AktG):

- annual 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 profit,
  - Supervisory Board Report;
- each with regard to the financial year 2018;
- draft resolutions concerning agenda items 2 through 10;
  - job profile for Supervisory Board members as well as the declaration pursuant to sec. 87 (2) Stock Corporation Act (AktG) of the proposed candidates concerning agenda item 7;
  - Management Board reports regarding agenda items 9 and 10;
  - wording of this letter of convocation;
  - form for granting and revoking proxy appointments pursuant to sec. 114 Stock Corporation Act (AktG).

## RECORD DATE AND RIGHT TO ATTEND IN THE ANNUAL GENERAL MEETING

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

The right to participate in the Annual General Meeting and exercise the voting rights as well as all other shareholder rights that may be exercised in the Annual General Meeting are subject to the shareholdings as at Sunday, **5 May 2019, 24:00 hours (Record Date)**, sec. 111 (1) Stock Corporation Act [AktG].

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

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 Friday, **10 May 2019, 24:00 hours** 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 Corporation 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 must 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, Sunday **5 May 2019**, 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.

The Company processes personal data of shareholders and their proxies in order to enable them to exercise their rights in the Annual General Meeting. More information concerning data protection of shareholders is available on the internet at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung).

## 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 **14 May 2019, 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 no less than **5% of the registered capital** and who have held their shares for no less than three months prior to the request, may submit a written request for **additional agenda items** to be addressed at this Annual General Meeting and for publication of these items, provided such a request is received by the Company in writing by no later than **24 April 2019** at Erste Group Bank AG, 1100 Vienna, Am Belvedere 1, OU 196 333 – Group Secretariat. 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 must 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 written request is received by the Company either by fax at +43 (0)5 0100 – 9 17447 or by Erste Group Bank AG, 1100 Wien, Am Belvedere 1, OU 196 333 – Group Secretariat by no later than **6 May 2019**.

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 only make up 1% of the registered capital in aggregate, 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.

Proposals from shareholders pursuant to sec. 110 Stock Corporation Act (AktG) for the election of Supervisory Board members plus the declarations on the requirements pursuant to sec. 87 (2) Stock Corporation Act (AktG) and sec. 28a Federal Banking Act (BWG) for every proposed person must be received by the Company in writing by no later than **6 May 2019** and made available on the Company's website referenced in the Company Register by no later than **8 May 2019**, otherwise the respective person may not be included in the vote.

When electing Supervisory Board members, the general meeting must observe the criteria set forth under sec. 87 (2a) Stock Corporation Act (AktG); specifically, the qualifications of the members, the Supervisory Board's

balanced composition in terms of professional skills, aspects of diversity and professional reliability. In addition, every proposed member must meet the requirements set forth by sec. 28a Federal Banking Act (BWG) and each proposed candidate must be vetted in this respect by the Company prior to election to the Supervisory Board.

With regard to sec. 110 (2) sentence 2 Stock Corporation Act (AktG), the company provides the following information: It is notified that an objection pursuant to sec. 86 (9) Stock Corporation Act (AktG) was not raised by the majority of the shareholder representatives or by the majority of employee representatives and therefore the minimum requirements pursuant to sec 86 (7) Stock Corporation Act (AktG), does not have to be fulfilled separately but only for the entire Supervisory Board.

In the event of proposals from shareholders pursuant to sec. 110 Stock Corporation Act (AktG) for the election of Supervisory Board members on agenda item 7 "Elections to the Supervisory Board", it must be considered that in the case of a number of thirteen Supervisory Board members elected by the Annual General Meeting, at least four seats on the Supervisory Board must be filled by women as well as by men in order to fulfill the minimum requirements pursuant to sec 86 (7) Stock Corporation Act (AktG). In addition, reference is made to the comments made in the resolution proposed by the Supervisory Board on this agenda item.

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.

To ensure 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 17447 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, TRANSFERS

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 1,107,445 own shares as at 28 February 2019, 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 (Data protection information in this regard will be available on the Internet at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung)).

## 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 2019

Management Board