

## Agenda Item 6

The Supervisory Board proposes that the Annual General Meeting pass the following resolution:

### RESOLUTION

1. The number of members of the Supervisory Board appointed by the Annual General Meeting will be decreased from thirteen to twelve members.
2. Mr Maximilian Hardegg, born on 26 February 1966, is appointed to the Supervisory Board of Erste Group Bank AG effective from the end of the Annual General Meeting until the end of the Annual General Meeting due to resolve on the granting of discharge for financial year 2024.
3. Mr Friedrich Santner, born on 7 February 1960, and Mr András Simor, born on 17 May 1954, are appointed to the Supervisory Board of Erste Group Bank AG effective from the end of the Annual General Meeting until the end of the Annual General Meeting due to resolve on the granting of discharge for financial year 2022.

### JUSTIFICATION

The terms of Maximilian Hardegg, Gunter Griss and Wilhelm Rasinger will be expiring at the end of the Annual General Meeting on 10 November 2020. Brian O'Neill passed away on 20 December 2019.

Therefore, four members would need to be appointed at the forthcoming Annual General Meeting on 10 November 2020 to ensure that the number of Supervisory Board members totals thirteen again like after the election at the Annual General Meeting held on 15 May 2019.

However, the Supervisory Board proposes to reduce the number of members appointed by the Annual General Meeting to twelve, so that three members will have to be appointed at the forthcoming Annual General Meeting on 10 November 2020. The proposal endorsing a decrease in the number of members must be voted on prior to the election of members.

With the number of Supervisory Board members appointed by the Annual General Meeting holding at twelve, at least 4 positions in the Supervisory Board must be filled by women and men each in order to satisfy the minimum proportionality requirement set forth by sec 86 (7) Stock Corporation Act (AktG). If the Supervisory Board is staffed according to the election proposal below (capital representatives only), it will be composed of 4 women and 8 men, thus complying with the minimum proportionality requirement set forth by sec 86 (7) Stock Corporation Act.

No objection pursuant to sec 86 (9) Stock Corporation Act was raised neither by the majority of capital representatives nor by the majority of employee representatives, so that the full Supervisory Board's compliance with the minimum proportionality requirement generally suffices. At present, employee representatives in the Supervisory Board number 3 women and 3 men.

It is hereby proposed to re-elect Supervisory Board member Maximilian Hardegg. Maximilian Hardegg has been a member of the Erste Group Bank AG Supervisory Board since 2015. He has accepted to stand for re-election. Gunter Griss will no longer be available so that compliance with the age limit specified in subsection 12.1 of the Articles of Association of Erste Group Bank AG is ensured. It is further proposed to elect Friedrich Santner and András Simor into the Supervisory Board as new members.

**Maximilian Hardegg** studied agricultural sciences at the Weihenstephan Campus of Technische Universität München in Freising, Germany. After working for the Vienna AWT Trade and Finance Corporation, Maximilian Hardegg devoted himself to managing his family's estate. Maximilian Hardegg has been a member of the Supervisory Board of DIE ERSTE österreichische Spar-Casse Privatstiftung and the Supervisory Board of Česká spořitelna, a.s. since 2005, member of the advisory board of Erste Mitarbeiterbeteiligung Privatstiftung since 2018 and member of the Supervisory Board of Tiroler Sparkasse Bankaktiengesellschaft Innsbruck since 2019. For information about Maximilian Hardegg's work in the Erste Group Bank AG Supervisory Board, his membership in the Supervisory Board committees and his attendance in meetings please refer to the previously published Corporate Governance Report.

**Friedrich Santner** studied psychology and educational science. He has been managing director of Anton Paar GmbH, an Austrian company domiciled in Graz that develops, produces and distributes analytical instruments for laboratories and process analytical technology and has also been providing custom-tailored automation and Robotics solutions since 1997. The company does business around the globe in density and concentration measurement, rheometry and CO<sub>2</sub> measurement. Friedrich Santner has been chair of the Supervisory Board of Steiermärkische Bank und Sparkassen Aktiengesellschaft since 2017. As managing director of a company operating on an international scale and as Supervisory Board member with many years of experience in various companies, Friedrich Santner will contribute greatly to the work of the Erste Group Bank AG Supervisor Board not only because of his background as a businessman but also based on his experience in and knowledge of the Austrian savings banks sector.

**András Simor** has a degree in international finances from Budapest Business School. From 1989 to 1997 he served as CEO of Creditanstalt Securities, Budapest, and from 1997 to 1998 he acted as CEO of Creditanstalt Investment Bank in Vienna. As managing partner, András Simor was appointed CEO of Deloitte Hungary in 1999. From 2007 to 2013, András Simor served as governor of the Hungarian National Bank. In July 2013, András Simor moved to the European Bank for Reconstruction and Development in London where he served as Vice President and CFO from 2014 to 2016 and as Senior Vice President, CFO and COO from 2016 to 2019. From 1998 to 2002, András Simor also chaired the supervisory board of the Budapest Stock Exchange and sat on the Board of Directors of Deloitte Central Europe from 2002 to

2006. His CV clearly reflects the in-depth knowledge he has of the banking and credit sector.

In determining the candidates for the Supervisory Board in compliance with the EBA Guidelines for the assessment of the suitability of members of the management body and holders of key functions ("EBA Guidelines") and the internal policy of Erste Group Bank AG for the selection and aptitude assessment of Supervisory Board members ("Suitability policy of Erste Group Bank AG"), the Nomination Committee is obliged to carry out suitability assessments of the proposed candidates.

In performing these suitability assessments, the Nomination Committee has established compliance with the reliability criteria, the presence of sufficient theoretical and practical experience, sufficient time availability as well as the demonstration of sufficient independence, the lack of any conflicts of interest and conformity with the diversity criterion. Furthermore, a review was carried out to determine whether all the candidates contribute to the collective suitability of the full Supervisory Board.

The Nomination Committee has come to a positive decision for all the candidates and has recommended that the Supervisory Board propose the election and re-election of the proposed candidates at the Annual General Meeting. The Supervisory Board has endorsed this assessment.

Candidates who have already served a 5-year term of office as Supervisory Board member are to be appointed for the maximum term provided by law. For candidates who are to be appointed to the Supervisory Board of Erste Group Bank AG for the first time, a 3-year term of office is provided.

The candidates proposed by the Supervisory Board were selected on the basis of the criteria set forth in the Stock Corporation Act and the Federal Banking Act, including the diversity provision under sec 86 (7) Stock Corporation Act. The candidates proposed by the Supervisory Board have submitted the declaration required under sec. 87 (2) Stock Corporation Act, and this declaration is available on the Company's website referenced in the Company Register.

Under this agenda item, only the candidate proposals made by shareholders whose interests make up at least 1% of the share capital will be taken into account, provided these proposals, along with the declarations required in acc. with sec. 87 (2) Stock Corporation Act and sec. 28a Federal Banking Act, have been received by the Company in text form by no later than 30 October 2020 for each proposed person and are published on the Company's website by no later than 3 November 2020. Failure to comply with these requirements will result in the respective person not being included in the vote. As regards the specifics and requirements for consideration of such proposals, reference is made to the letter of convocation, particularly to the section "Information on shareholders' rights pursuant to sections 109, 110, 118 and 119 Stock Corporation Act (AktG)".