

Erste Group Bank AG

FN 33209 m
(ISIN AT0000652011)

Convocation to the 27th Annual General Meeting of Erste Group Bank AG for Tuesday, 10 November 2020, at 10:00 am

The venue of the Annual General Meeting within the meaning of sec. 106 (1) Stock Corporation Act (AktG) is the Company's registered office at Erste Campus, 1100 Vienna, Am Belvedere 1.

I. TO BE HELD AS A VIRTUAL ANNUAL GENERAL MEETING WITHOUT THE PHYSICAL PRESENCE OF SHAREHOLDERS

In order to protect shareholders and other participants, the Management Board has decided to apply the new legal regulation on holding a virtual Annual General Meeting.

The Annual General Meeting of Erste Group Bank AG on 10 November 2020 will be held as a "virtual Annual General Meeting" on the basis of sec. 1 (2) COVID-19 Company Law Act (COVID-19-GesG), Federal Law Gazette I No 16/2020 as amended by Federal Law Gazette No 58/2020 and COVID-19 Company Law Ordinance (COVID-19-GesV) (Federal Law Gazette II No 140/2020), taking into account the interests of both company and the participants.

This means that, for health protection reasons, shareholders cannot be physically present at the Annual General Meeting of Erste Group Bank AG on 10 November 2020.

The Management Board asks for understanding that shareholders will not be able to attend the Annual General Meeting on 10 November 2020 in person.

The Annual General Meeting will be held in 1100 Vienna, Am Belvedere 1, in the physical presence of the Supervisory Board Chair, the Management Board Chair and the other members of the Management Board, the attesting notary and the four special proxies appointed by the Company.

Conducting the Annual General Meeting as a virtual Annual General Meeting in accordance with COVID-19 Company Law Ordinance (COVID-19-GesV) results in modifications to the usual procedure for the Annual General Meeting and in the exercise of shareholders' rights.

The exercise of voting rights, the right to submit motions and the right to raise objections are invariably subject to issuing proxy and instructions to one of the special proxies proposed by the Company in acc. with sec. 3 (4) COVID-19 Company Law Ordinance (COVID-19-GesV).

The right of access can be exercised during the virtual Annual General Meeting by the shareholders themselves by means of electronic communication, exclusively in writing and exclusively by e-mail directly to the Company's email address fragen.erste@hauptversammlung.at.

In acc. with sec. 3 (4) COVID-19 Company Law Ordinance (COVID-19-GesV) in conjunction with sec. 102 (4) Stock Corporation Act (AktG), an audio and video webcast of the full Annual General Meeting will be streamed

online.

This is permissible under data protection law with regard to the legal basis of sec. 3 (4) COVID-19 Company Law Ordinance (COVID-19-GesV) and sec. 102 (4) Stock Corporation Act (AktG).

All the Company's shareholders can attend the Annual General Meeting online at www.erstegroup.com/hauptversammlung on 10 November 2020 from around 10:00 am as a virtual Annual General Meeting using the necessary technical equipment. No registration or login is required to attend the Annual General Meeting.

By broadcasting the Annual General Meeting online, all the shareholders who wish to do so can follow the proceedings of the Annual General Meeting, the Management Board's presentation and the answers to shareholders' questions live via this one-way audio and video connection.

It should be noted that this live broadcast as a virtual Annual General Meeting does not allow for remote participation (sec. 102 (3) (2) Stock Corporation Act (AktG)) or for remote voting (sec. 102 (3) (3) Stock Corporation Act (AktG) and sec. 126 Stock Corporation Act (AktG)) and that the online broadcast is not a two-way connection.

It is also pointed out that the Company is only responsible for the use of technical means of communication to the extent that these are under its control.

In addition, reference is made to the information on the organisational and technical requirements for participation in acc. with sec. 3 (3) in conjunction with sec. 2 (4) COVID-19 Company Law Ordinance (COVID-19-GesV) ("**attendance information**").

This year, we ask shareholders to pay particular attention to this **attendance information**, which also provides information on the proceedings of the Annual General Meeting.

II. 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 2019, and presentation of the consolidated financial statements and the group management report for the financial year 2019.
2. Resolution on the appropriation of the 2019 profit.
3. Resolution on granting discharge to the members of the Management Board with regard to the financial year 2019.
4. Resolution on granting discharge to the members of the Supervisory Board with regard to the financial year 2019.
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 2021.
6. Supervisory Board election.
7. Resolution on the remuneration policy setting out the principles for emoluments payable to Management Board members and Supervisory Board members.
8. Resolution on the amendment of section 19 of the Articles of Association.

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)".

III. 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 by no later than **20 October 2020** 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 2019;
- draft resolutions concerning agenda items 2 through 8;
 - job profile for Supervisory Board members as well as the declaration in acc. with sec. 87 (2) Stock Corporation Act (AktG) of the proposed candidate concerning agenda item 6;
 - Remuneration Policy;
 - wording of this letter of convocation;
 - power of attorney and voting instructions form for the special proxies in acc. with sec. 3 (4) Corporate Law COVID-19 Ordinance (COVID-19-GesV);
 - form for revoking proxy appointments in acc. with sec 114 Stock Corporation Act (AktG);
 - question form;
 - information on the organisational and technical requirements for attendance in acc. with sec. 3 (3) in conjunction with sec. 2 (4) COVID-19 Company Law Ordinance (COVID-19-GesV) ("attendance information").

IV. RECORD DATE AND RIGHT TO ATTEND THE ANNUAL GENERAL MEETING

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

The right to attend the virtual Annual General Meeting and to exercise voting rights, as well as all other shareholder rights that may be exercised in this virtual Annual General Meeting as provided by COVID-19 Company Law Act (COVID-19-GesG) and COVID-19 Company Law Ordinance (COVID-19-GesV), are subject to the shareholdings as held on Saturday, **31 October 2020, 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 this virtual Annual General Meeting as provided by COVID-19 Company Law Act (COVID-19-GesG) and COVID-19 Company Law Ordinance (COVID-19-GesV).

The shares held on the record date must be verified by submitting a **deposit certificate** in acc. with sec. 10a Stock Corporation Act (AktG) and the Company must receive such submission by no later than Thursday, **5 November 2020, 24:00 hours**, exclusively at one of the addresses indicated below.

by **email**: anmeldung.erste@hauptversammlung.at
(as scanned attachment; TIF, PDF, etc.)

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

by **SWIFT**: GIBAAWGGMS
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

The appointment of a special proxy cannot be effective without a deposit certificate received by the Company in due time.

Deposit certificate in acc. with 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, Saturday, **31 October 2020**, 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 to enable them to exercise their rights in the Annual General Meeting. More information concerning shareholder data protection is available on the Company's website at www.erstegroup.com/hauptversammlung.

V. APPOINTMENT OF A SPECIAL PROXY AND THE PROCEDURE TO BE FOLLOWED

Every shareholder eligible to attend the virtual Annual General Meeting as provided by COVID-19 Company Law Act (COVID-19-GesG) and COVID-19 Company Law Ordinance (COVID-19-GesV) and who has provided evidence for this to the Company in acc. with the specifications of item IV of this letter of convocation has the right to appoint a special proxy.

In acc. with sec. 3 (4) COVID-19 Company Law Ordinance (COVID-19-GesV), the actions of proposing a resolution, voting and raising an objection at this virtual Annual General Meeting of Erste Group Bank AG on **10 November 2020** can only be exercised via one of the special proxies.

The following persons, who are suitable and independent of the Company, are proposed as special proxies:

- i) Dr. Nikolaus Adensamer
p. ADR. Wess Kux Kispert & Eckert Rechtsanwälts GmbH
Himmelpfortgasse 20/2
1010 Wien
adensamer.erste@hauptversammlung.at
- ii) Dr. Michael Knap
p. ADR. IVA Interessenverband für Anleger
Feldmühlgasse 22
1130 Wien

knap.erste@hauptversammlung.at

- iii) Dr. Christoph Nauer LL.M.
p. Adr. bpv Hügel Rechtsanwälte GmbH
Enzersdorferstraße 4
2340 Mödling
nauer.erste@hauptversammlung.at
- iv) Mag. Ewald Oberhammer
p. Adr. Oberhammer Rechtsanwälte GmbH
Karlsplatz 3/1
1010 Wien,
oberhammer.erste@hauptversammlung.at

Every shareholder may select one of the four persons named above as his or her special proxy and grant that person a power of attorney.

A separate **proxy form** for granting power of attorney to the special proxies is available **on the** Company's **website** at www.erstegroup.com/hauptversammlung. Please use this proxy form.

For the granting of proxy, the transmission options and deadlines provided for this purpose, the provisions contained in the **attendance information** must be observed.

Handing over the power of attorney in person at the place of assembly, however, is not permitted.

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

1. Addition to the agenda by shareholders in accordance with sec. 109 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 **20 October 2020** 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 in acc. with 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.

2. Resolutions proposed by shareholders for the agenda according to sec. 110 Stock Corporation Act (AktG)

Shareholders whose aggregate shares total **1% of the registered capital** may submit **draft resolutions** in writing 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 Vienna, Am Belvedere 1, OU 196 333 – Group Secretariat by no later than **30 October 2020**.

As proof of the shareholding required to exercise this shareholder right, submission of a deposit certificate in acc. with 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 acc. with sec. 110 (1) Stock Corporation Act (AktG) should only be voted on in acc. with sec. 119 (2) Stock Corporation Act (AktG) if reiterated as a proposal in the meeting itself.

Proposals from shareholders in acc. with sec. 110 Stock Corporation Act (AktG) for the election of Supervisory Board members plus the declarations on the requirements in acc. with 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 **30 October 2020** and made available on the Company's website referenced in the Company Register by no later than **3 November 2020**, failing which the respective person may not be included in the vote.

When electing Supervisory Board members, the Annual 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.

3. Information in acc. with sec. 110 (2) (2) in conjunction with sec. 86 (7) and (9) Stock Corporation Act (AktG)

With regard to sec. 110 (2) (2) Stock Corporation Act (AktG), the Company provides the following information: It is notified that neither the majority of capital representatives nor the majority of employee representatives has raised an objection in acc. with sec. 86 (9) Stock Corporation Act (AktG) and that therefore the minimum proportionality requirement set forth by 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 in acc. with sec. 110 Stock Corporation Act (AktG) for the election of Supervisory Board members on agenda item 6 "Supervisory Board election", it must be considered that in the case of a number of twelve 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.

4. Shareholders' right of access in acc. with sec. 118 Stock Corporation Act (AktG)

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.

It is expressly pointed out that also at the virtual Annual General Meeting the shareholders themselves can only exercise the **right of access** in acc. with sec. 118 Stock Corporation Act (AktG) **during the Annual General Meeting** by sending any questions by email directly to the Company email address fragen.erste@hauptversammlung.at.

Shareholders are requested to **submit all questions in advance and in writing** by email to the address fragen.erste@hauptversammlung.at in time to be **received** by the Company by no later than **4 November 2020**.

This will enable the Management Board to prepare as accurately as possible and to answer the questions asked by the shareholders as quickly as possible.

Shareholders are requested to use the **question form** available on the Company's website at www.erstegroup.com/hauptversammlung.

It is pointed out that **reasonable time limits** may be set **by the Chair** during the Annual General Meeting.

More detailed information and modalities for exercising the shareholders' right of access in acc. with sec. 118 Stock Corporation Act (AktG) are established in the **attendance information**.

5. Motions by shareholders at the Annual General Meeting in accordance with sec. 119 Stock Corporation Act (AktG)

Every shareholder – irrespective of a specific shareholding – is entitled to table motions via his or her special proxy for each item on the agenda in the virtual Annual General Meeting as provided by COVID-19 Company Law Act (COVID-19-GesG) and COVID-19 Company Law Ordinance (COVID-19-GesV).

This shall be subject to the presentation of proof required for attendance of the Annual General Meeting in acc. with item IV. of this letter of convocation and the granting of the necessary power of attorney to the special voting proxy in acc. with item V. of this letter of convocation.

However, a shareholder proposal for the election of a Supervisory Board member requires the timely submission of a draft resolution in acc. with sec. 110 Stock Corporation Act (AktG). See details provided in VI. (2).

More information and modalities for exercising the shareholders' right to submit motions in acc. with sec. 119 Stock Corporation Act (AktG) are established in the **attendance information**.

VII. 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 hold 3,653,837 own shares as at 31 August 2020 from which they do not derive any voting rights.

Shares are not divided into different classes.

VIII. NO PHYSICAL PRESENCE

We expressly point out once again that neither shareholders nor guests are permitted to physically attend the next Annual General Meeting to be held as a virtual meeting in acc. with COVID-19 Company Law Ordinance (COVID-19-GesV).

Vienna, October 2020

The Management Board