

# Erste Group Bank AG

FN 33209 m

(ISIN AT0000652011)

## Convocation to the 28th Annual General Meeting of Erste Group Bank AG on Wednesday, 19 May 2021 at 10:00 am (CEST)

Venue of the Annual General Meeting in accordance with sec 106 (1) Stock Corporation Act (AktG) will be 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 current legal regulation for holding a virtual annual general meeting.

The Annual General Meeting of Erste Group Bank AG on 19 May 2021 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 last amended and COVID-19 Company Law Ordinance (COVID-19-GesV, Federal Law Gazette II No 140/2020) as last amended while giving due account to the interests of both the Company and the participants.

Therefore, shareholders will not be able to physically attend the Annual General Meeting of Erste Group Bank AG on 19 May 2021.

The virtual Annual General Meeting will be held at Am Belvedere 1, 1100 Vienna, in the physical presence of the Supervisory Board Chair, the Management Board Chair and the remaining members of the Management Board, the attesting notary and the four special proxies proposed 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) will result in modifications to the usual procedure for the Annual General Meeting and in how shareholders' rights are exercised.

The right to vote, the right to submit resolutions and the right to raise objections are invariably subject to powers of attorney and instructions issued to one of the special proxies proposed by the Company in accordance with sec 3 (4) COVID-19 Company Law Ordinance (COVID-19-GesV).

Shareholders can exercise the right to information at the virtual Annual General Meeting using electronic means of communication by sending their questions in writing exclusively by email directly to the Company's email address [fragen.erste@hauptversammlung.at](mailto:fragen.erste@hauptversammlung.at) provided they have submitted a deposit certificate in accordance with sec § 10a Stock Corporation Act (AktG) pursuant to clause IV. in a timely manner and a special proxy pursuant to clause V. has been empowered.

In accordance with sec 3 (1), (2) and (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 live online.

This is permitted under data protection law on the legal basis of sec 3 (1), (2) and (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 on 19 May 2021, which is scheduled to start at approx. 10:00 am (CEST) as a virtual annual general meeting, using the appropriate technology (e.g. computer, laptop or smartphone and internet connection with sufficient bandwidth for the video stream) on the internet at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung). No registration or login will be required to follow the Annual General Meeting.

By transmitting the Company's virtual annual general meeting online, all the shareholders who wish to do so can follow the proceedings of the Annual General Meeting and particularly the Management Board's presentation, the answers to shareholders' questions and the voting procedure 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 transmission is not a two-way connection. As a result, the individual shareholders can merely follow the Annual General Meeting as it proceeds.

It must also be pointed out that the Company is only responsible for the use of communication technologies to the extent that such means are under its control (sec 2 [6] COVID-19 Company Law Ordinance [COVID-19-GesV]).

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

We ask shareholders to pay particular attention to this **attendance information**, which also provides particulars 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 2020, and presentation of the consolidated financial statements and the group management report for the financial year 2020.
2. Resolution on the appropriation of the 2020 profit.
3. Resolution on granting discharge to the members of the Management Board for the financial year 2020.
4. Resolution on granting discharge to the members of the Supervisory Board for the financial year 2020.
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 2022.
6. Supervisory Board elections.
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 remuneration report for the emoluments payable to Management Board members and Supervisory Board members for the financial year 2020.
9. Resolution on the Management Board's authorisation to acquire own shares for the

purpose of securities trading.

10. Resolution on the Management Board's authorisation to acquire own shares for the purpose of offering free or concessionary shares to Erste Mitarbeiterbeteiligung Privatstiftung and to its beneficiaries, to employees, managers and to members of the Management Board of Erste Group Bank AG or of an affiliated undertaking or of any other undertaking pursuant to sec 4d (5) (1) Austrian Income Tax Act (EStG).
11. 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 the 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 approval, as well as the authorisation of the Management Board to redeem own shares, likewise subject to the Supervisory Board's approval.

All the times specified in the letter of convocation refer to 'Central European Summer Time (CEST)'.

### III. DOCUMENTS FOR THE ANNUAL GENERAL MEETING

In particular, the following documents will be made available for viewing online at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung) by no later than **28 April 2021** in accordance 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 for financial year 2020;
- Draft resolutions concerning agenda items 2 through 11;
- Job profile for Supervisory Board members as well as the declaration in accordance with sec 87 (2) Stock Corporation Act (AktG) of the proposed candidate incl. CV concerning agenda item 6;
- Remuneration policy;
- Remuneration report for the financial year 2020;
- Management Board report on agenda items 10 and 11;
- Wording of this letter of convocation;
- Power of attorney and voting instructions form for the special proxies (sec 3 [4] COVID-19 Company Law Ordinance [COVID-19-GesV]) in accordance with sec 114 Stock Corporation Act (AktG);
- Form for revoking proxy appointments in accordance with sec 114 Stock Corporation Act (AktG);
- Question form;
- Information on the organisational and technical requirements for attendance in accordance 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 Sunday, **9 May 2021, 24:00 hours (CEST) (record date)**, sec 111 [1] Stock Corporation Act [AktG]).

Anyone who holds shares on this record 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) and to exercise their shareholders' rights.

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 **14 May 2021, 24:00 hours (CEST)** exclusively at one of the addresses indicated below.

by **email**: [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 text.

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

**A special proxy can only be effectively appointed if the Company receives a deposit certificate** in a timely manner.

#### **Deposit certificate in accordance 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, if applicable, 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 point in time or time period to which the deposit certificate relates to.

The deposit certificate proving ownership of shares for participation at the Annual General Meeting must refer to the end of the record date of **9 May 2021 (24:00 hours CEST)**

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 will 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 the personal data of shareholders and their proxies, so they are able 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](http://www.erstegroup.com/hauptversammlung).

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

Every shareholder who is 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 has provided proof of this to the Company in accordance with the specifications under clause IV of this letter of convocation has the right to appoint a special proxy.

In accordance 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 19 May 2021 can only be exercised through one of the special proxies.

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

- i) Mr. Nikolaus Adensamer  
c/o Wess Kux Kispert & Eckert Rechtsanwälts GmbH  
Himmelfortgasse 20/2  
1010 Vienna  
[adensamer.erste@hauptversammlung.at](mailto:adensamer.erste@hauptversammlung.at)
- ii) Mr. Michael Knap  
c/o IVA Interessenverband für Anleger  
Feldmühlgasse 22  
1130 Vienna  
[knap.erste@hauptversammlung.at](mailto:knap.erste@hauptversammlung.at)
- iii) Mr. Christoph Nauer LL.M.  
c/o bpv Hügel Rechtsanwälte GmbH  
Enzersdorferstraße 4  
2340 Mödling  
[nauer.erste@hauptversammlung.at](mailto:nauer.erste@hauptversammlung.at)
- iv) Mr. Ewald Oberhammer  
c/o Oberhammer Rechtsanwälte GmbH  
Karlsplatz 3/1  
1010 Vienna  
[oberhammer.erste@hauptversammlung.at](mailto:oberhammer.erste@hauptversammlung.at)

Every shareholder can 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** to grant the special proxies a power of attorney is available **on the** Company's **website** at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung). Please use this proxy form.

For the granting of proxies, 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 to the proxy 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 items 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 **28 April 2021** 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 suffices to submit a deposit certificate in accordance 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 only make up 5% of the registered capital in aggregate, they 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 information provided on the right to attend (clause IV. of this letter of convocation).

### **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 17439 or by Erste Group Bank AG, 1100 Vienna, Am Belvedere 1, OE 196 333 – Group Secretariat, or by email [anmeldung.erste@hauptversammlung.at](mailto:anmeldung.erste@hauptversammlung.at) by no later than **7 May 2021**; the request must be attached in a written form to the email, for instance as a pdf file. As the law prescribes the written form pursuant to sec 13 (2) Stock Corporation Act (AktG) for such declarations, the declaration must be submitted in a document or in another manner suitable for its permanent reproduction in writing, the person making the declaration must be named and the end of the declaration must be indicated by reproducing the personal signature or otherwise. The draft resolution, but not its justification, must be provided in German.

As proof of the shareholding required to exercise this shareholder right, submission of a deposit certificate in accordance with sec 10a Stock Corporation Act (AktG) will suffice if the certificate 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, they 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 information provided on the right to attend (clause IV. of this letter of convocation).

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



The Company must receive in writing all proposals from shareholders in accordance with sec 110 Stock Corporation Act (AktG) for the election of Supervisory Board members along with the declarations on the requirements in accordance with sec 87 (2) Stock Corporation Act (AktG) and sec 28a Federal Banking Act (BWG) for every proposed person by no later than **7 May 2021** and made available by the Company on the Company's website referenced in the Company Register by no later than **11 May 2021**, failing which the proposed person will 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 member must be vetted in this respect by the Company before he or she is elected to the Supervisory Board.

### **3. Information in accordance 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 hereby notified that neither the majority of capital representatives nor the majority of employee representatives has raised an objection in accordance 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) will not be fulfilled separately for each group of representatives but globally for both groups of representatives.

If proposals are submitted by shareholders in accordance with sec 110 Stock Corporation Act (AktG) for the election of Supervisory Board members on agenda item 6 'Supervisory Board election', due care must be taken to ensure that - with the number of Supervisory Board members appointed by the Annual General Meeting holding at twelve - if election proposals are accepted, at least four seats on 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). In addition, reference is made to the comments made in the resolution proposed by the Supervisory Board with regard to this agenda item.

### **4. Shareholders' right to information in accordance 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** to the Company's 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 shareholders to be able to exercise their right to information, proof must be provided that they are entitled to attend the meeting (clause IV. of this letter of convocation) and the necessary power of attorney must be granted to the special proxy (clause V. of this letter of convocation).

It is expressly pointed out that, also at the virtual Annual General Meeting, the shareholders themselves will only be able to exercise the **right to information** in accordance with sec 118 Stock Corporation Act (AktG) and the right to speak **during the Annual General Meeting** if they send their questions and/or their statement by email directly to the Company email address [fragen.erste@hauptversammlung.at](mailto: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](mailto:fragen.erste@hauptversammlung.at) in time to ensure that they are **received** by the Company by no later than Friday, **14 May 2021**. This is to ensure that the time available for the meeting can be used efficiently in the interest of all participants of the Annual General Meeting, especially when it comes to questions requiring replies that need longer time to prepare and allows the Management Board to prepare as thoroughly as possible and ensure quick answers to the questions put forward by the shareholders.

Shareholders are requested to use the **question form** available on the Company's website at [www.erstegroup.com/hauptversammlung](http://www.erstegroup.com/hauptversammlung). If this question form is not used, the person (name/company, date of birth/shareholder's Company Register number) must be specified in the email sent instead of the form. To ensure that the Company is able to verify the identity and confirm concordance with the deposit certificate, the shareholder's securities account number shall be indicated in the email in this case.

It should be noted that **the Chair may set reasonable time limits** during the Annual General Meeting.

More detailed information and modalities for exercising the shareholders' right to information in accordance with sec 118 Stock Corporation Act (AktG) are set forth in the **attendance information**.

#### **5. Shareholder motions at the Annual General Meeting in accordance with sec 119 Stock Corporation Act (AktG)**

Every shareholder – irrespective of any specific shareholding – is entitled to submit 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).

The time until which instructions relating to motions can be directed to the special proxy will be specified by the Chair in the course of the virtual Annual General Meeting.

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

However, a shareholder's proposal for the election of a Supervisory Board member requires the timely submission of a draft resolution in accordance with sec 110 Stock Corporation Act (AktG). For details, please see point 2 under clause VI.

More information and modalities for exercising the shareholders' right to submit motions in accordance with sec 119 Stock Corporation Act (AktG) are provided 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 held 1.567.337 own shares as at 28 February 2021, 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 which will be held as a virtual meeting in accordance with COVID-19 Company Law Ordinance (COVID-19-GesV).

Vienna, April 2021

Management Board