

Agenda Item 5

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

RESOLUTION

In addition to Sparkassen-Prüfungsverband in its capacity as statutory auditor, PwC Wirtschaftsprüfung GmbH will be appointed auditor of the Company's annual financial statements and management report as well as the consolidated financial statements and the group management report for the financial year 2023 in accordance with sec 1 of the audit rules for savings banks (*Prüfungsordnung für Sparkassen*), annex to sec 24 Savings Banks Act (SpkG).

RATIONALE

In 2020, PwC Wirtschaftsprüfung GmbH was appointed additional auditor of the annual financial statements and management report as well as the consolidated financial statements and the group management report for financial year 2021 by the Annual General Meeting of Erste Group AG.

Among other activities, the Audit Committee of the Erste Group Bank AG Supervisory Board regularly reviewed and monitored the independence of PwC Wirtschaftsprüfung GmbH, particularly in connection with the additional services provided to Erste Group (non-audit services) pursuant to sec 63a (4) (4) Austrian Banking Act (BWG) during the financial year 2021.

After consideration of the threats to the independence of PwC Wirtschaftsprüfung GmbH and submission of a statement of independence in accordance with sec 270 Commercial Code (UGB) by PwC Wirtschaftsprüfung GmbH, the Audit Committee's recommendation to the Supervisory Board was to renew the audit mandate given to PwC Wirtschaftsprüfung GmbH as additional auditor of the annual financial statements and management report as well as the consolidated financial statements and the group management report for the financial year 2023.

The fees invoiced by the auditors of Erste Group Bank AG and their subsidiaries for the financial year 2021 can be read up in the Erste Group annual report for financial year 2021. PwC's fees indicated in this report include the services of PwC Wirtschaftsprüfung GmbH and of companies belonging to the PwC network.