

## Agenda Item 5

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

### RESOLUTION

Sparkassen-Prüfungsverband and PwC Wirtschaftsprüfung GmbH are appointed as auditors of the company's sustainability reporting and consolidated sustainability reporting in accordance with "Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU as regards corporate sustainability reporting" for the 2024 financial year.

### RATIONALE

The EU Corporate Sustainability Reporting Directive (CSRD)<sup>1</sup> came into force on 5 January 2023. The CSRD replaces the existing EU Non-Financial Reporting Directive,<sup>2</sup> which in Austria was implemented primarily in the Sustainability and Diversity Improvement Act ("NaDiVeG").<sup>3</sup>

The EU member states must implement the CSRD into national law by 6 July 2024. Austria has not yet done so. A draft law is currently in the review process. The implementation law is not expected to come into force before the Annual General Meeting.

Erste Group Bank AG proposes that the Sparkassen-Prüfungsverband (as the statutory bank auditor and auditor of the company's financial statements) and PwC Wirtschaftsprüfung GmbH (as the additional auditor elected at the 30th Annual General Meeting on 12 May 2023 for the year 2024) should for practical purposes both also be auditors of the company's sustainability reporting and consolidated sustainability reporting in accordance with the CSRD. Furthermore, the sustainability audit for the year 2024 should already take place in accordance with the criteria of the CSRD, regardless of the date of implementation of the CSRD into Austrian law.

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<sup>1</sup> DIRECTIVE (EU) 2022/2464 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 14 December 2022 amending Regulation (EU) No 537/2014 and Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU as regards sustainability reporting

<sup>2</sup> DIRECTIVE 2014/95/EU OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 22 October 2014 amending Directive 2013/34/EU as regards disclosure of non-financial and diversity information by certain large undertakings and groups

<sup>3</sup> Federal Act amending the Austrian Commercial Code, the Stock Corporation Act and the Limited Liability Companies Act to improve sustainability and diversity reporting (Sustainability and Diversity Improvement Act, NaDiVeG), Federal Law Gazette I No 20/2017

The Annual General Meeting, however, is expected to take place before the Austrian law implementing the CSRD comes into force. The CSRD has no direct effect but binds only the EU member states.

It is also uncertain whether the Austrian implementation act will designate the Sparkassen-Prüfungsverband (Savings Banks Auditing Association), who is the statutory bank auditor and auditor of the company's financial statements, also as statutory auditor of the sustainability reporting and that it will thus, contrary to the CSRD, not have to be elected by the Annual General Meeting.

The proposed wording of the resolution ensures that the Sparkassen-Prüfungsverband (Savings Banks Auditing Association) and PwC Wirtschaftsprüfung GmbH are in any case duly appointed or elected sustainability auditors for 2024, regardless of the uncertainties associated with the implementation of the CSRD into Austrian law, and that a sustainability audit takes place which is in accordance with the CSRD.