

Erste Group Bank AG

FN 33209m
(ISIN AT0000652011)

Convocation of the 31st Annual General Meeting

of Erste Group Bank AG

on Wednesday, 22 May 2024 at 10:00 am (CEST)

Venue of the Annual General Meeting in accordance with sec 106 (1) Stock Corporation Act (AktG) will be Wiener Stadthalle, Hall F, A-1150 Vienna, Roland-Rainer-Platz 1.

In exercising the authorization granted by the Articles of Association, the entire Annual General Meeting is recorded in audio and video and broadcast publicly. (Data protection information in this regard will be available on the company's website at www.erstegroup.com/generalmeeting).



We aim at organizing the event according to the Austrian Ecolabel for Green Events. Please also protect the environment by using public transport or e-mobility options to attend the Annual General Meeting.

I. 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 proposal for the appropriation of profit as well as the report of the Supervisory Board for the financial year 2023, and presentation of the consolidated financial statements and the group management report for the financial year 2023.
2. Resolution on the appropriation of the 2023 profit.
3. Resolution on granting discharge to the members of the Management Board for the financial year 2023.
4. Resolution on granting discharge to the members of the Supervisory Board for the financial year 2023.
5. Appointment of the auditors for the (consolidated) sustainability reporting for the financial year 2024.
6. 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 2025.
7. Resolution on the determination of the remuneration of 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 2023.
9. Elections to the Supervisory Board.
10. Resolution on amendments of the Articles of Association in sections 19 and 25.
11. Resolution on
 1. the authorization of the Management Board, with the consent of the Supervisory Board, (i) to acquire own shares pursuant to sec 65 (1) (8) Stock Corporation Act (AktG), also by means other than the stock exchange or a public offer, (ii) to exclude the shareholders' pro rata tender right ("reverse subscription right") and (iii) to cancel own shares;
 2. the authorization of the Management Board, with the consent of the Supervisory Board, to sell own shares also by means other than the stock exchange or a public offer and to exclude the shareholders' subscription rights.

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

II. Documents for the Annual General Meeting

In particular, the following documents will be made available for viewing online at www.erstegroup.com/generalmeeting by no later than **1 May 2024** 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;
- Proposal for the appropriation of profit (see proposed resolution concerning agenda item 2);
- Supervisory Board report;
each for the financial year 2023;
- Proposed resolutions concerning agenda items 2 to 11;
- Remuneration report for the financial year 2023;
- the declaration in accordance with sec 87 (2) Stock Corporation Act (AktG) of the proposed Supervisory Board candidates incl. CV concerning agenda item 9;
- Management Board report on the agenda item 11;
- Wording of this letter of convocation;
- Forms for granting and revoking proxy in accordance with sec 114 Stock Corporation Act (AktG)
- Other publications made by the Company related to this Annual General Meeting.

III. 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 Annual General Meeting and to exercise voting rights, as well as all other shareholder rights that may be exercised in this Annual General Meeting are subject to the shareholdings as held on Sunday, **12 May 2024, 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 entitled to attend this Annual General Meeting 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 Thursday, **16 May 2024, 24:00 hours (CEST)** 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 50

by **SWIFT ISO 15022**: GIBAATWGGMS
message type MT598 or MT599;
mandatory specification of ISIN AT0000652011 in the text.

by **SWIFT ISO 20022**: ou=gms, o=gibaatwg
 o=swift – seev.003.001.XX oder seev.004.001.XX
 in the version that contains the minimum fields necessary
 (a detailed description is available at
 www.erstegroup.com/generalmeeting)

by **post**

or

by **courier**:

Erste Group Bank AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen/Wechsel
Austria

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;
- 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 **12 May 2024 (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 authorized 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 and 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 dispose of 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/generalmeeting.

IV. Representation by proxy

Every shareholder who is entitled to attend the Annual General Meeting and has provided proof of this to the Company in accordance with the provisions under clause III. of this letter of convocation has the right to appoint a proxy vested with the same rights as the shareholder being represented for the purpose of attending the Annual General Meeting in the name of the shareholder.

Proxy must be granted to a specific person (either a natural or a legal person) in text form; several persons may be authorized by proxy. Pursuant to sec 13 (2) Stock Corporation Act (AktG) text form means, that the declaration (in this case the proxy authorization) 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 proxy letter must be received by the Company 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 50
- by **SWIFT ISO 15022**: GIBAATWGGMS
message type MT598 or MT599;
mandatory specification of ISIN AT0000652011 in the text.
- by **SWIFT ISO 20022**: ou=gms, o=gibaatwg
o=swift – seev.003.001.XX oder seev.004.001.XX
in the version that contains the minimum fields necessary
(a detailed description is available at
www.erstegroup.com/generalmeeting)
- by **post**
or
by **courier**: Erste Group Bank AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen/Wechsel
Austria
- in **person**: at the Annual General Meeting's registration desk set up at the venue

The proxy form and the form for revocation of proxy shall be sent on request and are available on the Company's website at www.erstegroup.com/generalmeeting.

If the letter of proxy is not submitted in person at the time of registration on the day of the Annual General Meeting, it must be received by the Company by no later than **21 May 2024, 16:00 hours** at one of the above-referenced addresses of receipt.

The above provisions relating to the granting of proxy are applicable by analogy to the revocation of proxy.

As a special service a representative of IVA – Austrian Shareholder Association (Interessenverband für Anleger), Feldmühlgasse 22, 1130 Vienna, Austria, will be available to shareholders as an independent proxy for the exercise of voting rights at the Annual General Meeting. Mr. Michael Knap will perform this function. In case he is unavailable he can be replaced by another representative of IVA.

A special proxy form is available for this purpose on the company's website at www.erstegroup.com/generalmeeting.

If proxy is granted to the independent proxy, the proxy letter must be sent to one of the addresses indicated below:

- by **email**: proxy.erste@hauptversammlung.at
(as scanned attachment; TIF, PDF, etc.)
- by **fax**: +43 (0)1 8900 500 50
- by **SWIFT ISO 15022**: GIBAATWGGMS
message type MT598 or MT599;
mandatory specification of ISIN AT0000652011 in the text.
- by **SWIFT ISO 20022**: ou=gms, o=gibaatwg
o=swift – seev.003.001.XX oder seev.004.001.XX
in the version that contains the minimum fields necessary
(a detailed description is available at
www.erstegroup.com/generalmeeting)
- by **post**
or
by **courier**: Erste Group Bank AG
c/o HV-Veranstaltungsservice GmbH
Köppel 60
8242 St. Lorenzen/Wechsel
Austria
- in **person**: at the Annual General Meeting's registration desk set up at the venue

If the letter of proxy is not submitted in person at the time of registration on the day of the Annual General Meeting, it must be received by no later than **21 May 2024, 16:00 hours** at one of the above-referenced addresses of receipt.

Again the above provisions relating to the granting of proxy are applicable by analogy to the revocation of proxy.

If interested, it is possible to contact the independent proxy directly before the Annual General Meeting takes place on the mobile phone number +43 (0)664 2138740.

For the exercise of the voting right instructions must be given to the independent proxy. Without such explicit instructions the voting right will not be exercised.

Shareholders can also exercise their rights in person at the Annual General Meeting despite issuing a proxy authorization. Attendance in person at the venue of the Annual General Meeting constitutes the revocation of a proxy that has been issued.

Proxy may not be granted to Erste Group Bank AG, their Management Board and Supervisory Board members.

V. 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 **5% of the share 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 post or courier by no later than **30 April 2024** exclusively to the address Erste Group Bank AG, 1100 Vienna, Am Belvedere 1, OU 196 333 – Group Secretariat and Legal or
- by email with qualified electronic signature by no later than **1 May 2024** to the email address hauptversammlung@erstegroup.com or
- by SWIFT ISO 15022 to GIBAATWGGMS by no later than **1 May 2024**.

In writing means a handwritten signature or corporate signature by each applicant or if by email it means a qualified electronic signature or in case of transmission by SWIFT ISO 15022 it means with message type MT598 or type MT599, whereby ISIN AT0000652011 has to be included in the text.

Every agenda item proposed in this manner must be accompanied by a draft resolution together with a rationale 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 share 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 III. of this letter of convocation).

Note: As the 21st day before the Annual General Meeting falls on the public holiday of 1 May 2024, the company cannot receive shareholder requests by post or courier on this day. In order to exercise this shareholder right in due time, the shareholder request must be received by post or courier no later than the preceding working day, which is Tuesday, 30 April 2024. This does not affect timely transmission by email with a qualified electronic signature or by SWIFT ISO 15022 on 1 May 2024.

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

Shareholders whose aggregate shares **total 1% of the share capital** may submit **draft resolutions** in text form together with a rationale for every agenda item and request that these draft resolutions along with the name of the shareholders concerned, the accompanying rationale and an optional statement by the Management Board or Supervisory Board be made available on the Company's website referenced in the Company Register at www.erstegroup.com/generalmeeting provided that this request is made in text form (see clause IV. of this letter of convocation) and 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 and Legal, or by email to the address hauptversammlung@erstegroup.com by no later than **10 May 2024**; the request must be attached in text form to the email, for instance as a pdf file. The draft resolution, but not its rationale, must be provided in German.

If an individual is nominated for election to the Supervisory Board (item 9 on the agenda), the declaration of the nominee pursuant to sec 87 (2) Stock Corporation Act (AktG) will replace the rationale. 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 Austrian Banking Act (BWG) for every proposed person must be received by the Company in text form (see clause IV. of his letter of convocation) by no later than **10 May 2024**.

When electing Supervisory Board members, the Annual General Meeting must observe the criteria set forth under sec 87 (2a) Stock Corporation Act (AktG); in particular, 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 Austrian Banking Act (BWG) and each proposed member must be examined in this respect by the Company before he or she is elected to the Supervisory Board.

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 share 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 III. of this letter of convocation).

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

For more information on the shareholders' right to submit motions see clause V.5. of this letter of convocation.

3. Information on the gender quota

With regard to sec 110 (2) (2) Stock Corporation Act (AktG) in conjunction with sec 86 (7) and (9) Stock Corporation Act (AktG), the Company provides the following information: It is hereby notified that neither the majority of shareholder 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 jointly 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 9 'Elections to the Supervisory Board', due care must be taken to ensure that - with the number of Supervisory Board members appointed by the Annual General Meeting holding at twelve, thirteen or fourteen - if election proposals are accepted, at least four seats on the Supervisory Board must be filled respectively by women and men 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 on 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 business judgement reveals that it may cause substantial harm to the Company or an affiliated company, or if disclosure would be liable to prosecution.

Disclosure may also be refused if the information was continuously available on the Company's website in the form of questions and answers at least seven days prior to the beginning of the Annual General Meeting. The reason for the refusal to disclose information must be given.

For shareholders to be able to exercise their right to information, proof must be provided that they are entitled to attend the meeting (clause III. of this letter of convocation).

Shareholders are asked to **submit all questions** requiring replies that need longer time to prepare **in advance and in writing** by email to the address fragen.erste@hauptversammlung.at in time to ensure that they are received by the Company by no later than Tuesday, **21 May 2024, 10:00 am**. This allows the Management Board to prepare as thoroughly as possible answers to the questions put forward by the shareholders.

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

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

In the Annual General Meeting every shareholder is entitled to submit **motions** for each item on the agenda and these shall require no ex ante notification. This will be subject to the presentation of

proof required for attendance of the Annual General Meeting in accordance with this letter of convocation.

However, on a proposal for the election of a member of the Supervisory Board may only be voted on at the Annual General Meeting if this proposal and the associated declaration on the requirements in accordance with sec 87 (2) Stock Corporation Act (AktG) and sec 28a Austrian Banking Act (BWG) for the proposed person were received in text form (see clause IV. of this letter of convocation) by the Company by no later than **10 May 2024** and were accessible from **14 May 2024** at the latest on the company's website at www.erstegroup.com/generalmeeting.

VI. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to EUR 841,825,816 and is split into 420,912,908 no-par value shares. Each share carries one vote. The number of voting shares totals 420,912,908. The Company and its subsidiaries held 761,329 own shares as at 31 March 2024, from which they do not derive any voting rights.

Shares are not divided into different classes.

VII. Admission to the Annual General Meeting

For admission to the Annual General Meeting (registration), please bring your **deposit certificate** or **the registration confirmation** and an **official photo ID** (driving license, passport, identity card).

If you are planning to attend the Annual General Meeting as a **proxy**, please also bring the **letter of proxy** along with your **official photo ID** (driving license, passport, identity card). If the original letter of proxy has already been sent to the Company, you will be able to expedite your admission by providing a copy of the letter of proxy.

Erste Group Bank AG reserves the right to verify the identity of the persons attending the meeting. If a person's identity cannot be verified, admission may be denied.

When planning your schedule, please take into account the large number of attendants expected as well as the usual access controls. Admission for voting card collection starts at 9:00 am.

Vienna, April 2024

The Management Board