

**31st Annual General Meeting
of Erste Group Bank AG
on 22 May 2024**

Proposed Resolutions

**of the Management Board and the Supervisory Board pursuant to
sec 108 Stock Corporation Act (Aktiengesetz)**

Agenda Item 2

The Management Board and the Supervisory Board propose that the Annual General Meeting adopts the following resolution:

RESOLUTION

The profit available for distribution recognized in the Company's annual financial statements as at 31 December 2023 and amounting to EUR 1,140,000,000.00 shall be appropriated in accordance with the proposal of the Management Board as follows:

For each share entitled to a dividend, a dividend in the amount of EUR 2.70 will be distributed, in total a maximum of EUR 1,136,464,851.60. The remaining balance sheet profit will be carried forward to new account.

The Company is not entitled to any dividends from its own shares.

The dividend will be paid out after deduction of the statutory withholding tax of 27.5% on 29 May 2024 (dividend payment date) by way of credit to the banks at which the respective securities accounts are held.

RATIONALE

This proposal contains the proposal of the Management Board and the Supervisory Board for the adoption of a resolution as required by sec 108 (1) Stock Corporation Act (AktG) and the proposal for the appropriation of profits as required by sec 108 (3) (2) Stock Corporation Act (AktG). The Management Board's proposal for the appropriation of profit in accordance with sec 238 (1) (9) Commercial Code (UGB) can be found in the notes to the annual financial statements of the company (available at www.erstegroup.com/generalmeeting).

Agenda Item 3

The Management Board and the Supervisory Board propose that the Annual General Meeting adopts the following resolution:

RESOLUTION

The Management Board members of Erste Group Bank AG are granted discharge for the financial year 2023.

Agenda Item 4

The Management Board and the Supervisory Board propose that the Annual General Meeting adopts the following resolution:

RESOLUTION

The Supervisory Board members of Erste Group Bank AG are granted discharge for the financial year 2023.

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

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

¹ 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

² 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

³ 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

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.

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.

Agenda Item 6

The Supervisory Board proposes that the Annual General Meeting adopts 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 2025 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 2022, 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 2023 by the Annual General Meeting of Erste Group Bank AG.

Among other activities, the Audit Committee of the Supervisory Board of Erste Group Bank AG 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 2023.

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 2025.

The fees invoiced by the auditors of Erste Group Bank AG and their subsidiaries for the financial year 2023 can be read up in the Erste Group annual report for financial year 2023. PwC's fees indicated in this report include the services of PwC Wirtschaftsprüfung GmbH and of companies belonging to the PwC network.

Agenda Item 7

The Management Board and the Supervisory Board propose that the Annual General Meeting passes the following resolution:

RESOLUTION

Unless a future General Meeting determines otherwise, the members of the Supervisory Board elected by the General Meeting shall be entitled to the following annual remuneration for the financial year 2023 and for the years beyond:

Chairperson of the Supervisory Board	EUR	240,000
1st deputy chairperson	EUR	110,000
2nd deputy chairperson	EUR	90,000
Member of the Supervisory Board	EUR	75,000
Chairperson of the Audit Committee	EUR	24,000
Chairperson of the Risk Committee	EUR	24,000
Chairperson of the IT Committee	EUR	18,000
Chairperson of the Remuneration Committee	EUR	15,000
Chairperson of the Strategy- and Sustainability Committee	EUR	15,000
Chairperson of the Nomination Committee	EUR	12,000

If the person of the finance expert and the chairperson of the Audit Committee are not identical, the former receives an annual remuneration of EUR 20,000. Ordinary members of committees as well as deputy chairpersons do not receive separate remuneration for their committee activities. Should the Supervisory Board decide to set up a new committee, the chairperson of this new committee shall receive annual remuneration in the amount of EUR 12,000.

In accordance with the duration of the respective Supervisory Board mandate, the remuneration for the financial year shall be allocated in a prorated manner (pro rata temporis) or for the entire financial year.

Additionally, every member elected to the Supervisory Board shall be entitled to an attendance fee of EUR 1,200 per meeting. The attendance fee shall only be payable if the meeting is actually attended.

The present resolution shall replace the resolution on remuneration for Supervisory Board members elected by the General Meeting adopted in the Annual General Meeting of 18 May 2022.

RATIONALE

The demands towards and responsibilities of Supervisory Board members are constantly increasing due to a more complex legal and economic environment, rapid technological progress and the intensification of international conflicts. In addition to the Supervisory Board's control function, its involvement in the Group's strategic decision-making processes is becoming increasingly important. The demands on professional qualifications and the time and workload associated with Supervisory Board activities have increased significantly as a result.

The proposed adjustments to the remuneration are intended to adequately take into account the increasing responsibility, workload and time required and to appropriately reflect the quality of the Supervisory Board's work. Additionally, they are intended to be a further step towards more competitive remuneration for supervisory board activities at Erste Group Bank AG. Erste Group not only faces international competition in business but also in the search for suitable supervisory board members. To attract the best candidates, supervisory board remuneration must increasingly be oriented towards what comparable companies offer. Furthermore, the resolution passed at the Annual General Meeting on 18 May 2022 regarding the determination of Supervisory Board remuneration does not provide for automatic value retention. Changes to the remuneration require the approval of the shareholders. The proposed resolution is also not subject to automatic value retention.

The attendance fee remains unchanged compared to the resolution of the Annual General Meeting in 2022.

For an illustration of the changes, please refer to the comparison of the current Supervisory Board remuneration and the remuneration proposed for resolution, which has been published on the company's website at www.erstegroup.com/generalmeeting.

Agenda Item 8

The Management Board and the Supervisory Board propose that the Annual General Meeting adopts the following resolution:

RESOLUTION

Adoption of the remuneration report for the emoluments payable to Management Board members and Supervisory Board members of Erste Group Bank AG for the financial year 2023.

This remuneration report has been attached to the draft resolution as Annex ./1.

RATIONALE

The Management Board and the Supervisory Board of a listed company must prepare a remuneration report for the emoluments of the Management Board members and the Supervisory Board members in accordance with sec 78c in connection with sec 98a Stock Corporation Act (AktG).

The remuneration report for the last financial year must be submitted to the Annual General Meeting for a vote. The vote shall be recommendatory in nature. The resolution is not contestable (sec 78d [1] Stock Corporation Act [AktG]).

The remuneration report was made available on the website of Erste Group Bank AG that is referenced in the Company Register at www.erstegroup.com/generalmeeting.

Annex ./1: Remuneration report

Agenda Item 9

Taking into account a proposal by DIE ERSTE österreichische Spar-Casse Privatstiftung, the Supervisory Board proposes that the Annual General Meeting adopts the following resolutions:

RESOLUTIONS

1. The number of members elected by the General Meeting shall be reduced from fourteen to twelve.
2. Dr. Caroline Kuhnert, born on 14 March 1963, is elected to the Supervisory Board of Erste Group Bank AG with effect from 1 August 2024 until the end of the Annual General Meeting resolving on the discharge for the financial year 2026.
3. Dr. Elisabeth Krainer-Senger-Weiss, LL.M., born on 6 August 1972, is elected to the Supervisory Board of Erste Group Bank AG with effect from the end of this Annual General Meeting until the end of the Annual General Meeting resolving on the discharge for the financial year 2026.
4. Mr. Michael Schuster, born on 22 May 1980, is elected to the Supervisory Board of Erste Group Bank AG with effect from the end of this Annual General Meeting until the end of the Annual General Meeting resolving on the discharge for the financial year 2027.
5. Mr. Walter Schuster, MSc born on 8 April 1955, is elected to the Supervisory Board of Erste Group Bank AG with effect from the end of this Annual General Meeting until the end of the Annual General Meeting resolving on the discharge for the financial year 2026.

RATIONALE

Pursuant to section 15.1 of the Articles of Association of Erste Group Bank AG, the Supervisory Board consists of at least three and a maximum of 14 members elected by the General Meeting. Since the last Annual General Meeting on 12 May 2023, Hikmet Ersek and András Simor have resigned from their mandates. The Supervisory Board therefore currently consists of 12 members elected by the General Meeting.

The terms of office of Supervisory Board members Elisabeth Krainer-Senger-Weiss and Michael Schuster will expire at the end of the Annual General Meeting on 22 May 2024. Michèle Sutter-Rüdissler and Maximilian Hardegg have declared that they will resign from their mandates at the end of the Annual General Meeting on 22 May 2024. Six members would therefore have to be elected at this Annual General Meeting in order to restore the number of 14 members as determined by the Annual General Meeting on 12 May 2023.

The Supervisory Board has been requested by DIE ERSTE österreichische Spar-Casse Privatstiftung ("Erste Foundation") to propose to the Annual General Meeting on 22 May 2024 to vote on the re-election of Elisabeth Krainer-Senger-Weiss and Michael Schuster and the election of Caroline Kuhnert and Walter Schuster.

Erste Foundation is the legal successor to "Erste österreichische Spar-Casse", which was founded in 1819 and from which also Erste Group Bank AG emerged. It currently holds a direct interest of 5.78% and an indirect interest of 6.19%, therefore a total interest of 11.97% in Erste Group Bank AG and controls together with its syndicate partners and Erste Mitarbeiterbeteiligung Privatstiftung a total of 25.14% of the voting rights with regard to voting in Supervisory Board elections.

The Stock Corporation Act (AktG) gives shareholders who together reach 5% of the share capital the right to request that items be put on the agenda of the next General Meeting and be published (sec 109 (1) Stock Corporation Act [AktG]). Shareholders who together reach 1% of the share capital may submit proposals for resolutions on any item on the agenda and request that these be made available on the Company's website (sec 110 (1) Stock Corporation Act [AktG]).

Although the proposal of Erste Foundation described above is not formally executed as a request within the meaning of Sections 109 and 110 Stock Corporation Act (AktG), Erste Foundation would be entitled to make such a request. Given this fact, the Management Board has decided to put the item "Elections to the Supervisory Board" on the agenda, and the Supervisory Board submits the relevant resolution proposals of Erste Foundation to the Annual General Meeting for resolution.

In view of the above-mentioned resignations and the proposal of Erste Stiftung to elect a total of four members at the Annual General Meeting, the Supervisory Board proposes to reduce the number of members of the Supervisory Board elected by the General Meeting from 14 to 12 members within the limits set forth in the Articles of Association. The proposal to reduce the number of members within the limits set forth in the Articles of Association shall be voted on before the election of members.

Gender quota

Currently, the Supervisory Board (only shareholder representatives) consists of seven females and five males. With 12 Supervisory Board members elected by the General Meeting, at least four seats must be filled respectively by women and men, in order to fulfil the minimum quota requirement according to sec 86 (7) Stock Corporation Act (AktG). Should the Supervisory Board be composed in accordance with this election proposal, the Supervisory Board (only shareholder representatives) will continue to consist of seven females and five males, which means that the minimum quota requirement pursuant to sec 86 (7) Stock Corporation Act (AktG) will continue to be met.

No objection pursuant to sec 86 (9) AktG was raised either by the majority of the shareholder representatives or by the majority of the employee representatives, so that fulfilment of the minimum quota requirement by the entire Supervisory Board is sufficient. The employee representatives on the Supervisory Board currently consist of three females and three males.

Candidates

Elisabeth Krainer Senger-Weiss has been a member of the Supervisory Board since 2014, Michael Schuster since 2021. Caroline Kuhnert and Walter Schuster were not previously members of the Supervisory Board of Erste Group Bank AG. The proposed candidates have declared their willingness to accept the mandate if elected.

The candidates standing for re-election, Elisabeth Krainer-Senger-Weiss and Michael Schuster, have acquired extensive knowledge of the business model and strategic orientation of Erste Group Bank AG during their current membership. A high level of professional competence and extensive practical experience enable the candidates Elisabeth Krainer-Senger-Weiss and Michael Schuster to fully fulfil the rights and duties assigned to them as members of the Supervisory Board and to properly assess and decide on substantive issues.

Elisabeth Krainer-Senger-Weiss is an attorney at law in Vienna and admitted as a lawyer in New York. Due to her legal expertise in the areas of business and corporate law, her international experience and her expert knowledge in the field of real estate and family businesses, she will continue to contribute valuably to the Supervisory Board's work.

Michael Schuster is founder and Managing Director of Boardroom Ventures GmbH, a company dedicated to advising high-growth start-ups. Since 2023 he is also Venture Partner for the DACH region at Cathay Innovation, Paris. Prior to that, his work focused on Speedinvest, a European venture capital fund he founded in 2011, which specializes in investing in early-stage companies. With his academic background in computer science and economics as well as his many years of experience in the IT sector and as an investor in start-ups, Michael Schuster will continue to make a valuable contribution to the work of the Supervisory Board and will continue to complement its expertise, particularly in the areas of innovation, IT and digitalization.

The Supervisory Board members proposed for re-election have impressively demonstrated their commitment through their previous work on the Supervisory Board and - if re-elected - will contribute to the continuity of the work of the Supervisory Board and its committees. Further information on the candidates standing for re-election, in particular their committee activities, can be found in the Corporate Governance Report.

Walter Schuster, who is standing for election to the Supervisory Board for the first time, started his career in the banking sector at GiroCredit after studying economics in Vienna and London. There he worked in the Investment Banking division. In 1994, he moved to J.P. Morgan Limited in London, where he advised financial service providers on capital markets and M&A transactions. From 2008, Walter Schuster was also responsible for J.P. Morgan's entire business in Central and Eastern Europe. Walter Schuster was Managing Director and Vice Chairman until 2015, before becoming a Senior Business Advisor of the European Advisory Council at J.P. Morgan until 2016. He then worked as an independent advisor for banks and industrial companies in Austria and abroad.

Caroline Kuhnert, who is also standing for election to the Supervisory Board for the first time, began her career in the banking sector as a trainee at Erste Bank after studying political science. From there her career path took her to UniCredit, where she worked primarily in corporate banking and financing. In 1997 Caroline Kuhnert joined UBS AG and held various positions at its headquarters and in foreign subsidiaries. Most recently, she was a member of the Global Wealth Management Executive Committee and Head of Central & Eastern Europe, Greece and Israel.

Please also refer to the respective CVs of the candidates, which were made available on the Company's website at www.erstegroup.com/generalmeeting.

Suitability assessment

The Nomination Committee of the Supervisory Board has, for the purpose of assessing the candidates for the Supervisory Board, conducted a suitability assessment of the proposed candidates in accordance with the EBA Guidelines on the assessment of the suitability of members of the Management Body and key function holders ("EBA Guidelines") and the internal guideline of Erste Group Bank AG for the selection and suitability assessment of Supervisory Board members ("Suitability Policy of Erste Group Bank AG").

In this suitability assessment, the Nomination Committee reviewed the fulfilment of the reliability criteria, the existence of sufficient theoretical and practical experience, sufficient time availability and the fulfilment of independence criteria. The Nomination Committee has established the independence of the candidates according to sec 28a (5b) Austrian Banking Act (BWG) and C-Rule 53 and 54 of the Austrian Corporate Governance Code.

Likewise, the Nomination Committee has reviewed potential conflicts of interest and the contribution of the candidates to the collective suitability of the entire Supervisory Board.

When assessing the candidates, the requirements of the Stock Corporation Act (AktG) and the Austrian Banking Act (BWG) were also taken into account, including the provisions on diversity pursuant to sec 86 (7) Stock Corporation Act (AktG) and sec 87 (2a) Stock Corporation Act (AktG) with regard to the representation of both genders, the age structure and the internationality of the members. The nominees have submitted declarations pursuant to sec 87 (2) Stock Corporation Act (AktG), which were made available on the Company's website at www.erstegroup.com/generalmeeting.

The Nomination Committee has come to a positive result when assessing the suitability of the candidates.

Further election proposals

For this agenda item, only election proposals of the Supervisory Board and election proposals of shareholders whose shares amount to at least 1% of the share capital may be considered, provided that these proposals together with the declarations pursuant to sec 87 (2) Stock Corporation Act (AktG) and sec 28a Austrian Banking Act (BWG) for each proposed person are received by the Company in text form by no later than 10 May 2024 and are made available on the Company's website by no later than 14 May 2024. Otherwise, the person in question must not be put to vote.

Agenda item 10

The Management Board and Supervisory Board propose that the Annual General Meeting adopts the following resolution:

RESOLUTION

Sections 19.15 and 19.16 of the Articles of Association will be renamed "19.16" and "19.17".

A new section 19.15 is inserted, which reads as follows:

<p>19.15</p>	<p>Der Vorstand entscheidet über die Form der Durchführung der Hauptversammlung. Sie kann (i) in physischer Anwesenheit der Teilnehmer (<i>Präsenzversammlung</i>) (ii) ohne physische Anwesenheit der Teilnehmer (<i>virtuelle Hauptversammlung</i>), entweder als einfache oder als moderierte virtuelle Versammlung, oder (iii) als Hauptversammlung, bei der sich jeder Teilnehmer zwischen physischer und virtueller Teilnahme entscheiden kann (<i>hybride Hauptversammlung</i>), durchgeführt werden. Die Durchführung der Hauptversammlung in virtueller Form (Fall (ii)) bedarf der Zustimmung des Aufsichtsrats. Wird die Hauptversammlung vom Aufsichtsrat einberufen, ist diesem die Entscheidung über die Form der Durchführung überlassen.</p> <p>Der Vorstand ist ermächtigt vorzusehen, dass die Aktionäre ihre Stimmen schon bis zu einem festzusetzenden Zeitpunkt vor der virtuellen oder hybriden Hauptversammlung auf elektronischem Weg abgeben können. Die Aktionäre können ihre Stimmabgabe bis zur Abstimmung in der Hauptversammlung widerrufen und neu abstimmen. Im Übrigen gilt § 126 AktG sinngemäß.</p> <p>Die Geltung dieses Punkts 19.15 ist bis 31. Dezember 2028 befristet.</p>	<p>The Management Board decides on the form of the shareholders' meeting. It can be held (i) in the physical presence of the participants (<i>physical shareholders' meeting</i>), (ii) without the physical presence of the participants (<i>virtual shareholders' meeting</i>), either as a simple or a moderated virtual meeting, or (iii) as a shareholders' meeting in which each participant can choose between physical and virtual participation (<i>hybrid shareholders' meeting</i>). A virtual shareholders' meeting (item (ii)) requires the approval of the Supervisory Board. If the shareholders' meeting is convened by the Supervisory Board, the Supervisory Board is authorized to decide on the form in which it is held.</p> <p>The Management Board is authorized to permit the shareholders to cast their votes prior to the virtual or hybrid shareholders' meeting by electronic means up to a point in time which it can determine. Shareholders may revoke their votes until voting takes place in the shareholders' meeting and may vote again. Otherwise, section 126 AktG applies accordingly.</p> <p>The validity of this section 19.15 expires on 31 December 2028.</p>
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Section 25.1 of the Articles of Association is amended and now reads as follows:

<p>25.1</p>	<p>Die nach Gesetz und Satzung erforderlichen Bekanntmachungen der Gesellschaft erfolgen entsprechend den anzuwendenden Rechtsvorschriften auf der Webseite der Gesellschaft, in einem allgemein erhältlichen Bekanntmachungsblatt oder über "EVI", der Elektronischen Verlautbarungs- und Informationsplattform des Bundes (www.evi.gv.at).</p>	<p>Announcements of the Company which are required by law and the Articles of Association are made in accordance with applicable legal provisions on the Company's website, in a generally available announcement journal or via "EVI", the federal electronic announcement and information platform (www.evi.gv.at).</p>
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Only the German version of the Articles of Association is binding.

RATIONALE

The Annual General Meeting on 22 May 2024 is to be used as an opportunity to adapt the Articles of Association to the latest modernization of Austrian corporate law. The newly created section 19.15 governs the possibility of holding General Meetings in virtual and hybrid form. Section 25.1 adapts the company's publications to the new legal requirements.

Virtual and hybrid general meeting

With the entry into force of the federal act on virtual general meetings (VirtGesG) on 14 July 2023, a permanent legal basis for virtual and hybrid meetings was created. This enables listed stock corporations to hold general meetings without or with partial physical presence of the participants. Shareholders in Austria and abroad can thus be offered the opportunity to participate in general meetings (also) using technical means of communication and to exercise their shareholder rights digitally.

The holding of the General Meeting as a virtual or hybrid meeting is only permitted by law if this form of holding is provided for in the Articles of Association. The new provision of section 19.15 contains provisions corresponding to the provisions of the VirtGesG on the holding of virtual and hybrid general meetings. It is in line with the practice of listed stock corporations to provide the convening body with such options regarding the form in which general meetings are held.

If the Management Board, as the convening body, decides to hold a virtual General Meeting, the decision requires the approval of the Supervisory Board.

Federal electronic announcement and information platform

The federal act on Wiener Zeitung GmbH and the Establishment of an Electronic Publication and Information Platform of the Federal Government (WZEVI-Gesetz) entered into force on 1 July 2023. It replaced the printed Official Gazette of the Wiener Zeitung as the publication medium with an electronic federal announcement and information platform ("EVI"). The updated provision of section 25.1 of the Articles of Association replaces the no longer existing Official Gazette of the Wiener Zeitung with the digital Official Gazette as the publication medium. Furthermore, the anachronistic notice in the cashier's office will be deleted.

Agenda Item 11

The Management Board and the Supervisory Board propose that the Annual General Meeting adopts the following resolutions:

RESOLUTION 1

Pursuant to sec 65 (1) (8) and (1a) and (1b) Stock Corporation Act (AktG), the Management Board is authorized for a period of 30 months from the date of the resolution, i.e. until 22 November 2026, with the consent of the Supervisory Board and without any further resolution of the General Meeting, to acquire own shares of the Company in the amount of up to 10% of the share capital at a lowest consideration of EUR 2 (two euros) per share and a highest consideration not exceeding 50% above the average Vienna Stock Exchange price, weighted according to trading volumes, of the last 20 trading days prior to the respective acquisition of the shares; in the case of a public offer, the cut-off date for the end of the calculation period shall be the day on which the intention to make a public offer is announced (sec 5 (2) and (3) Austrian Takeover Act [ÜbG]). The proportion of own shares to be acquired by the Company and the own shares already acquired and still held by the Company may not exceed a total of 10% of the share capital.

The Management Board is authorized to determine the other purchase conditions. Trading in own shares is excluded as a purpose of the acquisition.

The acquisition may, at the discretion of the Management Board and with the consent of the Supervisory Board, be effected on the stock exchange or by means of a public offer or in any other legally permissible and expedient manner, in particular also over-the-counter and/or from individual shareholders and excluding the pro rata tender right (reverse subscription right). The authorization may be exercised in whole or in part or in several partial amounts and in pursuit of one or more purposes by the Company, its affiliated companies (sec 189a (8) Commercial Code [UGB]) or for their account by third parties.

In addition, the Management Board shall be authorized, with the consent of the Supervisory Board, to reduce the share capital of the Company pursuant to sec 65 (1) (8) last sentence in conjunction with sec 192 Stock Corporation Act (AktG) by cancelling own shares without any further resolution of the General Meeting, whereby the Supervisory Board shall be authorized to resolve on amendments to the Articles of Association resulting from the cancellation of shares.

The authorization to acquire and cancel own shares resolved by the 30th Annual General Meeting on 12 May 2023 under agenda item 10.1 is revoked.

RESOLUTION 2

Pursuant to sec 65 (1b) Stock Corporation Act (AktG), the Management Board, with the consent of the Supervisory Board, is authorized for a period of five years from the date of the resolution, i.e. until 22 May 2029, to sell or dispose of own shares of the Company also in a way other than via the stock exchange or by means of a public offer for any legally permissible purpose, to determine the terms and conditions of the sale and to decide on the exclusion of the shareholders' subscription rights. These authorizations include the sale of own shares in particular for the following purposes:

- I. in order to be able to sell the shares for a consideration other than cash, provided that this serves the purpose of acquiring (also indirectly) companies, businesses, parts of businesses, shares in one or more companies domestically or abroad;
- II. to transfer shares free of charge or at a reduced price to employees, executives and members of the Management Board of the Company or of an affiliated company (sec 189a (8) Commercial Code [UGB]) or of any other company within the meaning of sec 4d (5) (1) Austrian Income Tax Act (EStG), as well as to Erste Mitarbeiterbeteiligung Privatstiftung and its beneficiaries; and
- III. to resell own shares with partial or full exclusion of the subscription rights in any manner permitted by law, including over-the-counter.

The authorizations in this resolution may be exercised once or several times, in whole or in part, individually or jointly.

The authorization to sell own shares resolved by the 30th Annual General Meeting on 12 May 2023 under agenda item 10.2 is revoked.

Reference is made to the report of the Management Board made available on the Company's website at www.erstegroup.com/generalmeeting.