



(Consolidated)
Corporate Governance
Report 2023

Your notes

(Consolidated) corporate governance report

COMMITMENT TO CORPORATE GOVERNANCE CODE

Since 2003 Erste Group Bank AG has been committed to complying with the rules of the Austrian Code of Corporate Governance (Austrian CCG – see <http://www.corporate-governance.at>) and hence to responsible and transparent corporate governance. In addition, the management board adopted a Statement of Purpose in 2015. This statement states in more detail and reaffirms the purpose of Erste Group Bank AG to promote and secure prosperity throughout the region in which Erste Group is active. Building on this Statement of Purpose, a Code of Conduct defines binding rules for the day-to-day business.

This Corporate Governance Report has been prepared in accordance with sections 243c and 267b of the Austrian Commercial Code (UGB) and Rules 60 et seq. of the Austrian CCG and combines the corporate governance report of Erste Group Bank AG, the parent, and the consolidated corporate governance report in one single report. For the financial year 2023, the management board has also prepared a (consolidated) non-financial report in accordance with sections 243b and 267a of the Austrian Commercial Code. Information on the total remuneration of individual members of the management board and the supervisory board and the principles governing the remuneration policy are disclosed in a separate remuneration report pursuant to section 78e Austrian Stock Corporation Act (AktG).

In the 2023 financial year, Erste Group Bank AG complied with all L-Rules (Legal Requirements – mandatory legal norms) and R-Rules (Recommendations – these rules are more similar to recommendations; non-compliance does not need to be disclosed or explained) as well as – with three exceptions – all C-Rules (Comply-or-Explain – deviations are permitted, but must be described and explained) of the Austrian CCG. The permitted deviations were as follows:

- Pursuant to C-Rule 2 of the Austrian CCG, shares are to be construed in accordance with the principle of one share – one vote, i.e. the company may only issue shares that have one vote per share and no right to nominate members to the supervisory board. Under Erste Group Bank AG's articles of association (Art. 15.1), the shareholder DIE ERSTE österreichische Spar-Casse Privatstiftung is, however, granted the right to nominate up to one third of the members of the supervisory board to be elected by the annual general meeting as long as it is liable for all present and future liabilities of Erste Group Bank AG in case of its insolvency pursuant to section 92 para 9 of the Austrian Banking Act. The Privatstiftung has not exercised this right to date.
- Pursuant to C-Rule 27 CCG, care must be taken to ensure that for the variable remuneration components for management

board members, measurable performance criteria shall be fixed in advance as well as maximum limits for amounts or as a percentage of the fixed remuneration components. One deviation concerns the treatment of the deferred variable remuneration for management board members of Erste Group Bank AG, the share-based portion of which is treated as a long-term incentive (LTI) in the form of performance share units (PSUs). The number of PSUs is initially calculated at the time of the granting and adjusted according to the average group performance at the end of the deferral period (vesting). The performance criteria used to measure group performance are defined by the supervisory board annually in advance, as a result of which there are no fixed performance criteria for the duration of the deferral period. The approach chosen by Erste Group Bank AG corresponds, however, most closely to a risk-based variable remuneration that is in line with Erste Group's long-term performance and regulatory requirements. For more details see the remuneration policy adopted by the annual general meeting of Erste Group Bank AG pursuant to section 78a of the Austrian Stock Corporation Act, see www.erstegroup.com/de/rechtliches/corporate-governance.

- Pursuant to C-Rule 52a of the Austrian CCG, the number of supervisory board members (without employees' representatives) shall be ten at most. In 2023, the supervisory board of Erste Group Bank AG comprised up to fourteen members elected by the annual general meeting. The deviation from C-Rule 52a of the Austrian CCG is due to the size of Erste Group and its market position in seven core markets in Central and Eastern Europe as well as to the fact that the supervisory board has to perform a multitude of financial-market-related and prudential review and oversight duties. Moreover, the supervisory board must meet various criteria to comply with diversity requirements.

CORPORATE CONSTITUTION

Erste Group Bank AG is a stock corporation established under Austrian law and has a two-tier management system comprising a management board and a supervisory board.

The management board is responsible for managing the company as required for the benefit of the company taking into account the interests of the shareholders and the employees as well as public interest. The management board takes its decisions in compliance with the articles of association and its internal rules as well as the Statement of Purpose. The supervisory board supervises and advises the management board, in particular when taking decisions of fundamental importance, but without engaging in any management tasks itself. The supervisory board appoints members of the management board.

The supervisory board members being shareholder representatives are elected by the annual general meeting of Erste Group Bank AG, with due regard to the right of nomination granted to shareholder DIE ERSTE österreichische Spar-Casse Privatstiftung under the articles of association. The employees' council of Erste Group Bank AG has the right to nominate one employees' representative for every two shareholder representatives to the supervisory board. If the number of shareholder representatives is an odd number, then one more member is appointed as an employees' representative.

COMPOSITION AND WORKING PROCEDURE OF THE CORPORATE BODIES

Selection and assessment of members of corporate bodies

The qualification requirements for members of the corporate bodies (management board and supervisory board) of Erste Group Bank AG are governed by the internal guidelines for the selection and assessment of members of the management and supervisory boards (Suitability Policy).

These guidelines define the internal framework for the selection and assessment of members of the corporate bodies taking into account relevant national and EU legal provisions for banks and exchange-listed stock corporations such as section 5 para 1 nos 6 to 13 of the Austrian Banking Act, section 28a of the Austrian Banking Act, ESMA and EBA guidelines for assessing the suitability of members of the management body and key function holders (EBA/GL/2021/06), the ESMA and EBA guidelines on internal governance pursuant to Directive (EU) 2019/2034 (EBA/GL/2021/05), the ECB's guide to fit and proper assessments as well as the FMA circular on the assessment of suitability of executive directors, non-executive directors and key function holders. The assessment of proposed and appointed members of corporate bodies is based on the following criteria: personal reputation, professional qualifications and required experience as well as potential conflicts of interest, independence, time availability, overall composition of the management or supervisory board and diversity.

Continuing development of members of corporate bodies

To maintain an appropriate level of professional qualification and continuing development of members of the corporate bodies, Erste Group regularly organises events and seminars for members of the management board and supervisory board and enables them to participate in external training events. As part

of the 2023 in-house training programme for members of the management board and the supervisory board, board members discussed and considered a wide range of topics with in-house and outside experts both individually and within the respective boards. Among the professional development and training events organised for the respective boards were the following highlights: presentations covering the legal and historic foundations of savings banks, business models of European commercial banks, insurance accounting, securities compliance and the management of potential conflicts of interest as well as cyber security and other IT matters. In January 2024, a training session was held on "ESG: Regulatory Framework, Ratings and Investors' Expectations" for the management board and the supervisory board. Members of the supervisory board of Erste Group Bank AG also attended professional meetings organised by Sparkassenverband. In addition, a comprehensive on-boarding process was conducted with the member newly elected to the supervisory board at the annual general meeting held on 12 May 2023.

Measures taken to avoid conflicts of interest

Every year, the members of the supervisory board are obligated to consider the regulations of the Austrian CCG regarding conflicts of interest. Furthermore, members of the management and supervisory boards receive internal guidelines on how to deal with conflicts of interest (Suitability Policy) that are brought to their attention. These internal guidelines are based on Article 83 of the ESMA and EBA guidelines for assessing the suitability of members of the management body and key function holders (EBA/GL/2021/06) and Chapter 3.3.2 of the ECB's guide to fit and proper assessments as well as additional legal requirements (section 28 of the Austrian Banking Act, section 95 para 5 no 12 of the Austrian Stock Corporation Act, section 95a para 1 of the Austrian Stock Corporation Act) and, among other things, describe the appropriate procedure for identifying and avoiding conflicts of interest, the contents of the report, responsibilities and documentation requirements. As soon as members of the management board and the supervisory board identify (potential) conflicts of interest, these shall be reported by them proactively to the chair of the nomination committee; if this reporting obligation concerns the chair of the nomination committee themselves, the chair must inform their deputy thereof. The nomination committee will subsequently decide whether the conflict of interest is material and what measures need to be taken (abstention from voting on resolutions, ban on attendance at meetings, voting ban, changing the duties of the body concerned, termination of the mandate of the management board or supervisory board member concerned). The conflict of interest will be disclosed in the relevant bodies and, if required, to the supervisory authority. In individual cases, the (potential) conflict of interest will be monitored by the Compliance function or Group Audit. Furthermore, new members of

the management board and the supervisory board receive comprehensive information regarding the avoidance of conflicts of interest when taking up their board function.

Directors and officers liability insurance

Erste Group Bank AG has directors and officers liability insurance. Unless otherwise provided by local law, the insurance

policy covers former, current and future members of the management board or managing directors, of the supervisory board, of the administrative board and of the advisory board as well as senior management, holders of statutory powers of attorney (Prokuristen) and management staff of Erste Group Bank AG and the subsidiaries in which Erste Group Bank AG holds more than 50% of the shares or voting rights either directly or indirectly through one or more subsidiaries. The costs are borne by the company.

MANAGEMENT BOARD

In 2023, the management board consisted of six members.

Management board member	Year of birth	Date of initial appointment	End of current period of office
Willibald Cernko (Chairman)	1956	1 July 2022	30 June 2024
Ingo Bleier	1970	1 July 2019	30 June 2026
Stefan Dörfler	1971	1 July 2019	31 December 2027
Alexandra Habeler-Drabek	1970	1 July 2019	31 December 2027
David O'Mahony	1965	1 January 2020	31 December 2026
Maurizio Poletto	1973	1 January 2021	31 December 2027

The management board mandates of Stefan Dörfler, Alexandra Habeler-Drabek and Maurizio Poletto were each extended until 31 December 2027. Upon the appointment of Peter Bosek as chairman of the management board of Erste Group Bank AG

from 1 July 2024, Willibald Cernko offered to resign early, as of 30 June 2024, from his mandate as chairman of the board, which originally would have continued until 31 December 2024.

Management board member	Areas of responsibility
Willibald Cernko	Group People & Culture, Group Secretariat and Legal, Group Audit, Group Brand Management & Communications, Group Investor Relations, Group Strategy, Group Corporate Affairs & Stakeholder Management, Group Retail Development - Financial Health
Ingo Bleier	Group Corporates, Group Commercial Real Estate, Group Markets, Group Research, Group Corporate Steering & Business Development (until 31 August 2023)
Stefan Dörfler	Group Balance Sheet Management, Group Performance Management, Group Data Management, Group Accounting
Alexandra Habeler-Drabek	Group Compliance, Credit Risk Methods, Retail Risk Management, Credit Risk Portfolio, Corporate Risk Management, Enterprise wide Risk Management, Group Liquidity and Market Risk Management
David O'Mahony	CIO Group Functions, Banking Services, Group Security
Maurizio Poletto	Platform Governance

The internal rules of the management board of Erste Group Bank AG do not provide for the establishment of committees from among its ranks. In addition to holding senior management positions at Erste Group, management board members, however, also serve as members of committees on a wide variety of matters at Erste Group Bank AG. For more details on such committees see in particular the (consolidated) non-financial report (Group Sustainable Finance Committee) and the notes to the annual financial statements (Note 32: Coordination of risk management activities at group level).

The expertise of management board members is reflected specifically, but not exclusively in their respective current areas of responsibility. As part of the individual suitability assessment conducted prior to the appointment of each management board member, the supervisory board of Erste Group Bank AG care-

fully evaluates their expertise based on the standards applicable to credit institutions. For additional details see the curricula vitae of management board members at www.erstegroup.com. Short profiles are provided below.

Willibald Cernko has held a wide range of management and executive positions in credit institutions since 1985, including a seven-year term as CEO of UniCredit Bank Austria AG. Prior to his appointment as CEO/chairman of the management board he had served as Chief Risk Officer of Erste Group Bank AG and as Chief Corporates Officer and, at the same time, vice chairman of the management board of Erste Bank der oesterreichischen Sparkassen AG.

Ingo Bleier (background in law and commercial sciences) had been entrusted with management tasks in corporate banking,

project finance and loan syndication first at Creditanstalt and then at UniCredit Bank Austria AG before assuming management functions in Corporate and Acquisition Finance, Investment Banking and Group Corporates at Erste Group Bank AG in 2008.

Stefan Dörfler (background in technical mathematics) started his career as interest rate derivatives trader at GiroCredit Bank AG; after holding various management positions, most recently as Head of Group Markets and Capital Markets, he served as chairman of the management board of Erste Bank der oesterreichischen Sparkassen AG from 2016 to June 2019.

Alexandra Habeler-Drabek (background in commercial sciences) held various management positions at Creditanstalt (later UniCredit Bank Austria AG) in the fields of credit risk, restructuring and workout. Among the positions she had held at Erste Group were, among others, Head of Operative Risk Management of Erste Bank der oesterreichischen Sparkassen AG, Head of Group Enterprisewide Risk Management at Erste Group Bank AG and Chief Risk Officer of Slovenská sporiteľňa, a.s.

David O'Mahony (background in computer science and mathematics) worked for credit institutions in Ireland, Great Britain and the Czech Republic, among them UniCredit S.p.A., where he served as Head of Department Global Banking Services Business Partner CEE and Sberbank Europe AG, where he was Chief Operating Officer and Chief IT Officer. At Erste Group he served as Head of COO Group Governance and Head of Holding IT.

Maurizio Poletto (background in design) initially gathered experience working for companies as designer and art director before he successfully started his own business in 2003, holding the position of Creative Director. At Erste Group Bank AG, Maurizio Poletto started the in-house fintech (George Labs GmbH) and over the approximately last ten years has been engaged in the development and expansion of George.

Management positions in subsidiaries

Stefan Dörfler

Erste Bank der oesterreichischen Sparkassen AG,
Member of the management board (Chief Finance Officer)

Alexandra Habeler-Drabek

Erste Bank der oesterreichischen Sparkassen AG,

Member of the management board (Chief Risk Officer)

David O'Mahony

Erste Digital GmbH,
Member of the management board (until 31 May 2023)

Mandates on supervisory boards and similar functions

As of 31 December 2023, management board members held the following supervisory board mandates or similar functions in domestic or foreign companies or material subsidiaries of Erste Group Bank AG (the latter are marked with *).

Willibald Cernko

Česká spořitelna, a.s.*, Chair
Erste & Steiermärkische Bank d.d.* (Erste Bank Croatia), Chair
TIROLER SPARKASSE Bankaktiengesellschaft Innsbruck*,
Chair

Ingo Bleier

Erste Bank der oesterreichischen Sparkassen AG*, Member
Erste & Steiermärkische Bank d.d.*(Erste Bank Croatia), Member
Erste Bank a.d. Novi Sad*, Chair
Steiermärkische Bank und Sparkassen AG*, Member

Stefan Dörfler

Banca Comercială Română S.A.*, Vice Chair
Česká spořitelna, a.s.*, Member
Erste Digital GmbH*, Chair until 15 June 2023 then Member
Sparkassen-Haftungs GmbH*, Member
Wiener Börse AG, Member

Alexandra Habeler-Drabek

Erste Bank Hungary Zrt.*, Member
Oesterreichische Kontrollbank Aktiengesellschaft, 2nd Vice Chair

David O'Mahony

Erste Digital GmbH*, Chair since 16 June 2023,
previously Member from 1 June 2023 to 15 June 2023
Erste Bank a.d. Novi Sad*, Member
Slovenská sporiteľňa, a.s.*, Chair

Maurizio Poletto

Česká spořitelna, a.s.*, Member
Erste Bank Hungary Zrt.*, Member
Erste Digital GmbH*, Member

AUFSICHTSRAT

In the 2023 financial year, the following persons were members of the supervisory board:

Position	Name	Gender	Year of birth	Nationality	Date of initial appointment	End of the current period of office
Chairman	Friedrich Rödler	male	1950	Austria	4 May 2004	AGM 2025
1st Vice Chairman	Maximilian Hardegg	male	1966	Austria	12 May 2015	AGM 2025
2nd Vice Chairwoman	Elisabeth Krainer Senger-Weiss	female	1972	Austria	21 May 2014	AGM 2024
Member	Christine Catasta	female	1958	Austria	18 May 2022	AGM 2026
Member	Henrietta Egerth-Stadlhuber	female	1971	Austria	26 June 2019	AGM 2026
Member	Hikmet Ersek	male	1960	Austria	18 May 2022	11 October 2023
Member	Alois Flatz	male	1966	Austria	18 May 2022	AGM 2025
Member	Marion Khüny	female	1969	Austria	17 May 2017	AGM 2026
Member	Mariana Kühnel	female	1983	Austria	18 May 2022	AGM 2025
Member	Friedrich Santner	male	1960	Austria	10 November 2020	AGM 2027
Member	Michael Schuster	male	1980	Austria	19 May 2021	AGM 2024
Member	András Simor	male	1954	Hungary	10 November 2020	15 January 2024
Member	Michèle F. Sutter-Rüdisser	female	1979	Switzerland	15 May 2019	AGM 2026
Member	Christiane Tusek	female	1975	Austria	12 May 2023	AGM 2026
Delegated by the employees' council:						
Member	Martin Grießer	male	1969	Austria	26 June 2019	until further notice
Member	Markus Haag	male	1980	Austria	21 November 2011	until further notice
Member	Regina Haberhauer	female	1965	Austria	12 May 2015	until further notice
Member	Andreas Lachs	male	1964	Austria	9 August 2008	until further notice
Member	Barbara Pichler	female	1969	Austria	9 August 2008	until further notice
Member	Jozef Pinter	male	1974	Slovakia	25 June 2015	16 January 2024
Member	Karin Zeisel	female	1961	Austria	9 August 2008	until further notice

In 2023, the composition of the supervisory board changed as follows: At the annual general meeting on 12 May 2023, Friedrich Santner und András Simor were re-elected and Christiane Tusek was newly elected to the supervisory board.

Hikmet Ersek resigned from his supervisory board mandate as of 11 October 2023. András Simor resigned from his supervisory board mandate as of 15 January 2024. In this context, the delegation of Jozef Pinter as one of the employee representatives newly delegated to the supervisory board was revoked on 16 January 2024.

Expertise of supervisory board members

The table below provides an overview of the core expertise and selected specific qualifications of members of the supervisory board of Erste Group Bank AG. It is by no means exhaustive but intends to highlight the expertise and qualifications of supervisory board members that were considered relevant at the time they were elected as members of the supervisory board or that are of particular significance for their current work. Expertise is assessed on the basis of education and training as well as relevant professional experience. The table does not include the employees' representatives delegated to the supervisory board by the employees' council of Erste Group Bank AG, whose suitability was assessed and confirmed exclusively by the employees' council in accordance with applicable fit & proper requirements.

Name	Occupation	Core competences						Specific competences		
		Banking and finance	Industry	Advisory	Directors/ senior management	Accounting/ auditing/ risk management	Regulatory/ public domain	IT/ digitalisation/ innovation	Corporate acquisitions/ reorganisation/ capital market	Sustainability topics
Friedrich Rödler	Auditor and tax advisor	x		x	x	x	x		x	x
Maximilian Hardegg	Entrepreneur		x		x	x		x		x
Elisabeth Krainer Senger-Weiss	Lawyer		x	x			x		x	x
Christine Catasta	Auditor and tax advisor		x	x	x	x			x	
Henrietta Egerth-Stadlhuber	Managing director		x	x	x		x	x		
Hikmet Ersek	Investor	x			x	x		x	x	
Alois Flatz	Investor	x		x	x			x	x	x
Marion Khüny	Consultant	x		x	x	x			x	
Mariana Kühnel	Deputy secretary general, Austrian Federal Economic Chamber	x	x		x		x	x		
Friedrich Santner	Entrepreneur	x	x		x	x		x	x	
Michael Schuster	Investor	x		x	x			x	x	
András Simor	Governor, Central Bank of Hungary,ret	x			x	x	x		x	
Michèle F. Sutter-Rüdisser	Professor	x		x	x	x	x		x	x
Christiane Tusek	Vice-Rector for Finance and Entrepreneurship	x		x	x	x	x		x	

Additional note on the table above: the term ‘directors’ (Geschäftsleiter) refers to those natural persons that under the law or the articles of association are tasked with the management of the affairs of a company, including in particular the definition of the strategy, goals and overall policies as well as with the representation of the company in its external relations. The term ‘senior management’ refers to those natural persons who in an enterprise perform management tasks or executive activities and are responsible and accountable to the directors for the day-to-day business.

Mandates on supervisory boards or similar functions

In 2023, supervisory board members held the following additional supervisory board mandates or similar functions in domestic or foreign companies. Material subsidiaries of Erste Group Bank AG are marked with *, listed companies are marked with **.

Friedrich Rödler

Erste Bank der oesterreichischen Sparkassen AG*, Chair
Erste Bank Hungary Zrt.*, Member
Sparkassen-Prüfungsverband, Chair
Abschlussprüferaufsichtsbehörde, Member

Maximilian Hardegg

DIE ERSTE österreichische Spar-Casse Privatstiftung, Member
Česká spořitelna, a.s.*, Member
TIROLER SPARKASSE Bankaktiengesellschaft Innsbruck*, Member
Constantia Industries AG, Member

Elisabeth Krainer Senger-Weiss

Banca Comercială Română S.A.*, Member
Gebrüder Weiss Holding AG, Vice Chair
Gebrüder Weiss Gesellschaft m.b.H., Vice Chair

Christine Catasta

Erste Bank der oesterreichischen Sparkassen AG*, Member
Banca Comercială Română S.A.*, Member
Austrian Airlines AG*, Member
ÖLH Österreichische Luftverkehrs-Holding-GmbH, Member
Bundesimmobiliengesellschaft m.b.H., Chair
Telekom Austria Aktiengesellschaft**, Member (until 7 Jun. 2023)
VERBUND AG**, 2nd Vice Chair

Henrietta Egerth-Stadlhuber

NÖ Kulturwirtschaft GesmbH, Member
Lebensraum Tirol Holding GmbH, Member (since 25 April 2023)

Hikmet Ersek (until 11 October 2023)

Voya Financial, Inc.

Alois Flatz

CEBS AG, Member
Crate.io, Inc., Chair
Flatz Hoffmann AG, Chair (since 21 March 2023)

Marion Khüny

Valiant Bank AG**, Member

Friedrich Santner

Steiermärkische Bank und Sparkassen AG*, Chair
Styria Media Group AG, Chair
SAG Immobilien AG, Chair

Michèle F. Sutter-Rüdisser

Helsana Versicherungen AG, Member
Graubündner Kantonalbank AG**, Member
Chain IQ Group AG, Member (since 5 June 2023)

Christiane Tusek (since 12 May 2023)

Sparkasse Oberösterreich Bank AG*, Member
RISC Software GmbH, Chair
Linz Center of Mechatronics GmbH, 2nd Vice Chair
JKU-Betriebs- und Vermietungs-GmbH, Vice Chair
Johannes Kepler Universität Linz Multimediale Studienmaterialien GmbH, Vice Chair
Research Center for Non Destructive Testing GmbH, Vice Chair (until 2 October 2023)
Tech2b Inkubator GmbH, Member (since 2 October 2023)

Mariana Kühnel, Michael Schuster and András Simor did not hold any supervisory board mandates or similar functions in other domestic or foreign companies as of 31 December 2023.

Delegated by the employees' council:

Regina Haberhauer

Erste Asset Management GmbH*, Member

Andreas Lachs

VBV-Pensionskasse Aktiengesellschaft, Member (until 15 June 2023)

Barbara Pichler

DIE ERSTE österreichische Spar-Casse Privatstiftung, Member

Martin Grießer, Markus Haag, Jozef Pinter and Karin Zeisel did not hold any supervisory board mandates or similar functions in other domestic or foreign companies.

Mechanism for shareholders and employees to provide recommendations and direction to the supervisory board

In accordance with the law and the articles of association, the employees' council has the right to delegate one member to the supervisory board from among its ranks for every two supervisory board members elected by the annual general meeting (statutory one-third parity rule.) If the number of shareholder representatives is an odd number, then one more member is appointed as an employees' representative.

Independence of the supervisory board

Pursuant to C-Rule 53 of the Austrian CCG – this rule corresponds to the concept of independence as defined in the ICGN Global Governance Principles 2021-, the majority of the members of the supervisory board elected by the annual general meeting or delegated by shareholders in accordance with the articles of association shall be independent of the company and its management board. A member of the supervisory board is deemed to be independent if such person does not have any business or personal relations with the company or its management that would constitute a material conflict of interest and, therefore, might influence the member's conduct. The supervisory board adheres to the independence criteria guidelines as set out in Annex I of the Austrian CCG.

- The supervisory board member shall not have been a member of the management board or a managing employee of the company or a subsidiary of the company in the past five years.
- The supervisory board member shall not have or not have had in the past year any business relations with the company or a subsidiary of the company to an extent of significance for the supervisory board member. This shall also apply to business relations with companies in which the supervisory board member has a significant economic interest, but not to positions held in the Group's corporate bodies. The approval of individual transactions by the supervisory board pursuant to L-Rule 48 does not automatically qualify the respective supervisory board member as not being independent.
- The supervisory board member shall not have served as auditor for the company or been involved in an audit or worked as an employee of the audit firm that audited the company in the past three years.
- The supervisory board member shall not serve as a management board member at another company in which a member of the company's management board is a supervisory board member.
- The supervisory board member shall not serve on the supervisory board for more than 15 years. This shall not apply to members of the supervisory board that hold investments with a business interest or that represent the interests of such a shareholder.

– The supervisory board member shall not be a close family member (child, spouse, life partner, parent, uncle, aunt, sibling, niece, nephew) of a member of the management board or of persons holding one of the positions described in the points above.

Based on the above criteria, all supervisory board members have declared their independence with the exception of Friedrich Rödler. Friedrich Rödler has been serving on the supervisory board for more than 15 years. No member of the supervisory board holds directly or indirectly more than 10% of the shares of Erste Group Bank AG. In 2023, two members of the supervisory board (Maximilian Hardegg and Barbara Pichler) served on a managing body of DIE ERSTE österreichische Spar-Casse Privatstiftung, which holds more than 10% of the shares of Erste Group Bank AG.

Independence and membership in supervisory board committees

C-Rule 53 of the Austrian CCG does not specify any separate independence criteria for committee members. In the table below, the definition of independence pursuant to section 63a para 4 of the Austrian Banking Act is therefore used for the audit committee, while the independence criteria pursuant to section 28a para 5b of the Austrian Banking Act are applied for the remuneration committee, the nomination committee and the risk committee.

The proportion of independent members is only stated for the committees that must be established by law (nomination committee, audit committee, risk committee, remuneration committee).

Employees' representatives are not included in calculating the independence ratio for the supervisory board as a whole or for the committees.

When calculating the gender quota pursuant to section 86 para 9 of the Austrian Stock Corporation Act (AktG), employees' representatives are included, substitute members do not count.

2023 saw a number of changes in the composition of the supervisory board and the committees. Supplementary information on the presentation in the tables: the composition of the shareholder representatives on the committees changed in 2023 following the elections to the supervisory board. On 12 May 2023, Elisabeth Krainer Senger-Weiss succeeded Friedrich Rödler as chair of the remuneration committee, of which she had previously been an ordinary member. Friedrich Rödler has since been serving as vice chair. Since 12 May 2023, Maximilian Hardegg has been an ordinary member of the remuneration committee, of which he had previously been the vice chair. Christine Catasta, formerly a substitute member, and Mariana Kühnel have been ordinary members of the remuneration committee since 12 May 2023. Friedrich Santner served as ordinary member of the audit committee until 12 May 2023; since 12 May 2023 he has been an ordinary member of the nomination committee and the strategy committee. Michèle Sutter-Rüdisser has been an ordinary member of the IT committee since 12 May 2023. Alois Flatz was a substitute member of the nomination committee until 12 May 2023 and has since been an ordinary member. In addition, Alois Flatz has been a substitute member of the risk committee since 12 May 2023. Michael Schuster was a substitute member of the strategy committee until 12 May 2023, thereafter an ordinary member. Christine Tusek was newly elected to the supervisory board at the annual general meeting on 12 May 2023 and has since been an ordinary member of the IT committee and the audit committee. Committee memberships of employee representatives also changed as of 12 May 2023. Martin Grießer was a substitute member of the strategy committee and the nomination committee until 12 May 2023 and has since been an ordinary member of both committees. Jozef Pinter has been a substitute member of the strategy, remuneration and nomination committees as well as an ordinary member of the IT committee since 12 May 2023. Karin Zeisel was a substitute member of the remuneration committee until 12 May 2023 and has since been an ordinary member.

Hikmet Ersek resigned from his mandate as a member of the supervisory board and thereby also from his functions as an ordinary member of the strategy, remuneration and nomination committees as of 11 October 2023.

Share of independent members

	Supervisory board		Committees						
	Pursuant to Austrian CCG	Pursuant to Austrian Banking Act	Executive committee	Nomination committee	Audit committee	Risk committee	Remuneration committee	IT committee	Strategy and sustainability committee
31 Dec 2023	92%	92%	n.a.	86%	100%	83%	86%	n.a.	n.a.
1 Jan 2023	92%	92%	n.a.	83%	100%	83%	100%	n.a.	n.a.

Membership of the supervisory board and its committees

Name	Supervisory board (Independence)		Committees (function of the supervisory board member)						
	Pursuant to Austrian CCG	Pursuant to Austrian Banking Act	Executive committee	Nomination committee	Audit committee	Risk committee	Remuneration committee	IT committee	Strategy and sustainability committee
31 Dec 2023									
Friedrich Rödler	dependent	dependent	Chair	Chair	Deputy Financial expert	Deputy	Deputy, Remuneration expert	Deputy	Deputy
Maximilian Hardegg	independent	independent	Deputy	Deputy	Substitute	Chair	Member	Chair	Member
Elisabeth Krainer Senger-Weiss	independent	independent	Member	Member	-	Member	Chair	Substitute	Substitute
Christine Catasta	independent	independent	Member	Member	Chair	Member	Member	-	-
Henrietta Egerth-Stadlhuber	independent	independent	-	-	-	Member	-	Member	Member
Hikmet Ersek	independent	independent	-	-	-	-	-	-	-
Alois Flatz	independent	independent	-	Member	-	Substitute	Member	-	Chair
Marion Khüny	independent	independent	-	-	Member	Member	-	Member	-
Mariana Kühnel	independent	independent	-	-	Member	-	Member	Member	-
Friedrich Santner	independent	independent	-	Member	-	-	-	-	Member
Michael Schuster	independent	independent	-	-	-	-	-	Member	Member
András Simor	independent	independent	-	-	-	-	Member	-	Member
Michèle F. Sutter-Rüdisser	independent	independent	-	Member	Member	-	-	Member	-
Christiane Tusek	independent	independent	-	-	Member	-	-	Member	-
Delegated by the employees's council:									
Martin Grießer	n.a.	n.a.	Substitute	Member	Member	Substitute	Member	Member	Member
Markus Haag	n.a.	n.a.	-	-	-	Member	Substitute	Substitute	-
Regina Haberhauer	n.a.	n.a.	-	Substitute	Member	Substitute	-	-	Substitute
Andreas Lachs	n.a.	n.a.	Substitute	Member	Substitute	Member	Member	Member	Member
Barbara Pichler	n.a.	n.a.	Member	Member	Member	-	Member	Member	Member
Jozef Pinter	n.a.	n.a.	-	Substitute	Substitute	Member	Substitute	Member	Substitute
Karin Zeisel	n.a.	n.a.	Member	Member	-	-	Member	Substitute	Member
1 Jan 2023									
Friedrich Rödler	dependent	dependent	Chair	Chair	Deputy Financial expert	Deputy	Chair Remuneration expert	Deputy	Deputy
Maximilian Hardegg	independent	independent	Deputy	Deputy	Substitute	Chair	Deputy	Chair	Member
Elisabeth Krainer Senger-Weiss	independent	independent	Member	Member	-	Member	Member	Substitute	Substitute
Christine Catasta	independent	independent	Member	Member	Chair	Member	Substitute	-	-
Henrietta Egerth-Stadlhuber	independent	independent	-	-	-	Member	-	Member	Member
Hikmet Ersek	independent	independent	-	Member	-	-	Member	-	Member
Alois Flatz	independent	independent	-	Substitute	-	-	Member	-	Chair
Marion Khüny	independent	independent	-	-	Member	Member	-	Member	-
Mariana Kühnel	independent	independent	-	-	Member	-	-	Member	-
Friedrich Santner	independent	independent	-	-	Member	-	-	-	-
Michael Schuster	independent	independent	-	-	-	-	-	Member	Substitute
András Simor	independent	independent	-	-	-	-	Member	-	Member
Michèle F. Sutter-Rüdisser	independent	independent	-	Member	Member	-	-	-	-
Delegated by the employees's council:									
Martin Grießer	n.a.	n.a.	Substitute	Substitute	Member	Substitute	Member	Member	Substitute
Markus Haag	n.a.	n.a.	-	-	-	Member	Substitute	Substitute	-
Regina Haberhauer	n.a.	n.a.	-	Substitute	Member	Substitute	-	-	Substitute
Andreas Lachs	n.a.	n.a.	Substitute	Member	Substitute	Member	Member	Member	Member
Barbara Pichler	n.a.	n.a.	Member	Member	Member	-	Member	Member	Member
Jozef Pinter	n.a.	n.a.	-	-	Substitute	Member	-	-	-
Karin Zeisel	n.a.	n.a.	Member	Member	-	-	Substitute	Substitute	Member

Share of the underrepresented gender

	Supervisory board	Executive committee	Nomination committee	Audit committee	Risk committee	Remuneration committee	IT committee	Strategy and sustainability committee
31 December 2023	50%	33%(m)	45%(f)	22%(m)	44%(f)	45%(f)	50%	27%(f)
1 January 2023	45%(f)	33%(m)	44%(m)	33%(m)	44%(f)	22%(f)	44%(f)	33%(f)

(f) underrepresented gender: female; (m) underrepresented gender: male

Self-evaluation of the supervisory board

At its meetings of 20 February 2023 and 20 March 2023, the nomination committee performed an evaluation of the activities of the supervisory board and its committees for 2022 and of its collective suitability. It discussed, for example, the supervisory board members' attendance at supervisory board and committee meetings in 2022, assessed the efficiency of the supervisory board's activities, organisation and working practices and undertook a critical review of the composition of committees. Potential conflicts of interest of management board and supervisory board members as well as the requirements of section 29 no 6 and no 7 of the Austrian Banking Act were considered, and the number of mandates and secondary activities of management and supervisory board members were discussed. The nomination committee stated that the self-evaluation of the supervisory board pursuant to C-Rule 36 of the Austrian CCG for 2022 had been concluded with a positive assessment. The supervisory board furthermore conducted a self-evaluation and, in addition, discussed its collective suitability with the current committee memberships in the course of its strategy retreat on 11 April 2023 as well as at a workshop on 21 June 2023, which was dedicated to the work of the supervisory board, specifically its organisation, working practices and contribution to the company's strategic alignment and supported and moderated by an outside coach. The positive outcome of these self-evaluations was formally reported to the supervisory board at its meeting of 14 September 2023.

Contracts subject to approval (C-Rule 49 Austrian CCG)

No contracts have been entered into that would require approval pursuant to section 95 para 5 no 12 of the Austrian Stock Corporation Act.

SUPERVISORY BOARD COMMITTEES AND THEIR DECISION-MAKING POWERS

The supervisory board has set up seven committees: the risk committee, the executive committee, the audit committee, the nomination committee, the remuneration committee, the IT committee and the strategy and sustainability committee. Some of these committees are required by law and support the supervisory board in preparing and stating its position on all matters

that the supervisory board is required to deal with. The supervisory board moreover has the right, within its statutory remit, to transfer decision-making powers to committees or to withdraw powers from the committees.

Risk committee

The tasks of the risk committee are governed in particular by section 39c para 2 of the Austrian Banking Act and the internal rules of the risk committee. The risk committee advises the management board with regard to the bank's current and future risk appetite and risk strategy and monitors the implementation of this risk strategy and risk management. The committee also reviews whether the services and products offered are adequately priced in accordance with the bank's business model and risk strategy. Without prejudice to the duties of the remuneration committee the risk committee is also responsible for reviewing whether the incentives offered by the internal remuneration system adequately take into account risk, capital, liquidity and the probability and timing of profit realisation. The risk committee is responsible for granting approval in all those cases in which loans and exposures or large exposures reach an amount exceeding the approval authority of the management board defined in the approval authority regulation. The approval of the risk committee is required for every large loan as defined in section 28b of the Austrian Banking Act. The supervisory board has delegated to the risk committee the right of consent to the granting of special statutory power of attorney (Prokura) or commercial power (Handlungsvollmacht) for all business operations. The tasks of the risk committee include the acknowledgement of reports on legal disputes. In addition, the risk committee is responsible for reviewing potential stress scenarios in order to assess how the bank's risk profile reacts to external and internal events. The risk committee is also tasked with taking note of reports on activities relating to Erste Group's resolution planning and resolvability.

Executive committee

The executive committee meets on an ad hoc basis at the supervisory board's request for the purpose of preparing specific topics for meetings or for circular resolutions. The committee may also be assigned the power to take final decisions. In case of imminent danger and to prevent significant damage, the executive committee may be convened by its chairperson in order to take

action in the interest of the company even without a specific mandate from the supervisory board.

Audit committee

The tasks of the audit committee result, among others, from section 63a para 4 of the Austrian Banking Act and section 92 para 4a no 4 of the Austrian Stock Corporation Act as well as from the internal rules of the audit committee. The audit committee is responsible for overseeing the accounting process; monitoring the implementation of accounting policies; monitoring the effectiveness of the company's internal control system, internal audit system and risk management system; overseeing the annual audit of single-entity and consolidated financial statements; reviewing and supervising the qualification and independence of the auditor (Group auditor) in particular with respect to non-audit services rendered to the audited company or group company; submitting a report on the results of the annual audit to the supervisory board and explaining how the annual audit contributes to the reliability of financial reporting and the role of the audit committee in doing so; reviewing the annual financial statements and preparing their approval; reviewing the proposal for the allocation of profits, the management report, the (consolidated) corporate governance report and the (consolidated) non-financial report and submitting the report on the results of the review to the supervisory board; reviewing the consolidated financial statements of the group and the group management report and submitting a report on the results of the review to the supervisory board; carrying out the procedure for the selection of an additional auditor (group auditor) in addition to the Sparkassen-Prüfungsverband as the statutory auditor; recommending the renewal of the additional auditor's (group auditor's) mandate to the supervisory board; acknowledging the additional report of the auditor (report pursuant to Art. 11 Regulation (EU) No. 537/2014), acknowledging the participations report, acknowledging the audit plan of the company's internal audit function; acknowledging information on current matters relevant to the internal audit of the Group; acknowledging the internal auditors' report on the audit areas and material audit findings and the activity report pursuant to Article 25 para 3 in conjunction with Article 24 of the Delegated Regulation (EU) 565/2017; in the case of on-site inspections conducted by supervisory authorities acknowledging the inspection report, the report on the contents of the plan to address identified findings; reviewing the report on the activities of the Anti Money Laundering Officer and assessing the effectiveness of the Compliance function in combating money laundering and terrorist financing. The audit committee is also responsible for preparing supervisory board decisions concerning the approval of material transactions pursuant to section 95a of the Austrian Stock Corporation Act. The audit committee is furthermore tasked with monitoring the effectiveness of Erste Group Bank AG's internal quality control with regard to resolution-relevant information. Pursuant to section 92 para 4a no 3

of the Austrian Stock Corporation Act and section 30g para 4a no 3 of the Austrian Limited Liability Companies Act (GmbHG), the audit committee may also take on the tasks and other duties of the audit committee for subsidiaries in which Erste Group Bank AG directly or indirectly holds an interest of at least 75%.

The audit committee is also responsible for auditing (consolidated) non-financial reporting in accordance with the CSRD ("Corporate Sustainability Reporting Directive) and for submitting a proposal for the appointment of an auditor for non-financial reporting.

Nomination committee

The tasks of the nomination committee are governed in particular by section 29 of the Austrian Banking Act and the internal rules of the nomination committee. The nomination committee submits proposals to the supervisory board for filling management board mandates that become vacant and deals with issues of succession planning. It deals with and decides on relationships between the company and the members of the management board except for resolutions to appoint members to the management board or revoke such appointments and on the granting of company stock options. Furthermore, the nomination committee supports the supervisory board in making proposals to the annual general meeting for filling supervisory board mandates that have become vacant and assesses the fit and properness of the candidates. The nomination committee furthermore adopts the internal policy for dealing with conflicts of interest for the management board and the supervisory board, monitors compliance with it and regularly reports to the supervisory board on existing conflicts of interest and the measures taken to control them. The nomination committee periodically assesses the management board's and the supervisory board's structure, size, composition and performance. In addition, the nomination committee is tasked with conducting periodic assessments of the expertise, skills and experience of both the management board members and individual members of the supervisory board as well as of each body in its entirety and report its findings to the supervisory board. As regards the selection for senior management positions, the nomination committee is obligated to review actions taken by the management board and support the supervisory board in making recommendations to the management board.

Remuneration committee

The tasks of the remuneration committee result, among others, from section 39c para 2 of the Austrian Banking Act (BWG), the Guidelines on sound remuneration under Directive 2013/36/EU and the internal rules of the remuneration committee. The remuneration committee prepares resolutions on

remuneration matters. The remuneration committee approves the general principles of remuneration policy, reviews them regularly and is responsible for their implementation. The committee monitors remuneration policy, remuneration practices and remuneration-linked incentive programmes in relation to the control, monitoring and containment of risks, the capital base and liquidity. The committee approves material exceptions from the application of the remuneration policy to individual staff members of the company and monitors the payment of variable remuneration to members of the management board. In addition, it approves the identification of employees having a significant impact on the company's risk profile. The remuneration committee prepares the principles for the remuneration of management and supervisory board members pursuant to sections 78a and 98a of the Austrian Stock Corporation Act (AktG) (Remuneration Policy according to Austrian Stock Corporation Act). In addition, it is responsible for preparing the report on the remuneration of members of the management and supervisory boards pursuant to sections 78a and 98a of the Austrian Stock Corporation Act (Remuneration Report according to Austrian Stock Corporation Act), reviewing it and, subsequently, reporting the audit findings to the supervisory board.

IT committee

The IT committee monitors and supervises IT-related issues and IT strategy in general. In addition, the IT committee is also responsible for taking note of reports from the IT department; monitoring the operating continuity and crisis management of data security and taking note of critical changes in the organisational structure and responsibilities of the IT department.

Strategy and sustainability committee

The committee advises the management board on the definition of principles of business strategy as well as with regard to the definition of business strategies for a sustainable development of Erste Group. The strategy and sustainability committee also supports the supervisory board in performing its oversight function regarding the implementation of the business strategy and ESG (environment, social, governance) strategy; it takes note of reports on the business strategy and the sustainability strategy; it advises on the definition of sustainability goals and assesses opportunities and risks in the field of ESG; it supports the remuneration committee in defining ESG goals for the management board and reviews the achievements of these goals. The strategy and sustainability committee also discusses the relationship between corporate strategy and sustainability. This committee is therefore also the body in which the supervisory board members represented there can and have been able to see that the management board has integrated aspects of sustainability and the resulting opportunities and risks with regard to the environment, social matters and corporate governance in

developing and implementing corporate strategy (C-Rule 16a of Austrian CCG).

MEETINGS OF THE SUPERVISORY BOARD AND REPORT ON PRINCIPAL ACTIVITIES

Eight meetings of the supervisory board were held in 2023. At the ordinary meetings of the supervisory board, the respective monthly developments of the balance sheet and the income statement were presented and reports were given on individual risk types and the bank's total risk exposure; the status of individual bank subsidiaries was discussed, and quarterly reports were delivered on the areas audited and on the internal audit department's material audit findings pursuant to section 42 para 3 of the Austrian Banking Act. The chairpersons of the committees reported on the main topics dealt with by the respective committees since the last supervisory board meeting. Recurring topics at supervisory board meetings in 2023 were reports of management board members on matters concerning their respective areas of responsibility, on the geopolitical situation including the Russia-Ukraine war and its impact on Erste Group as well as on current regulatory developments in the banking environment and their impacts on Erste Group. The management board regularly presented proposals to the supervisory board that required its approval under the law, the articles of association and internal rules.

At the meeting of 23 March 2023, the 2022 financial statements and management report, the 2022 consolidated financial statements and management report, the 2022 (consolidated) corporate governance report as well as the 2022 (consolidated) non-financial report were extensively discussed and reviewed; the auditors' reports and the audit committee's report pursuant to section 63a para 4 no 5 of the Austrian Banking Act were discussed and the 2022 financial statements were adopted in accordance with the recommendation of the audit committee. It was also decided to propose PwC Wirtschaftsprüfung GmbH to the annual general meeting 2023 as an additional auditor of the (consolidated) financial statements for the 2024 financial year. The supervisory board's report pursuant to section 96 of the Austrian Stock Corporation Act was discussed in detail and approved. The report on the assessment of the effectiveness of risk management was submitted to the supervisory board by the chair of the audit committee and the list prepared pursuant to C-Rule 82a of the Austrian CCG was taken note of. The annual report of the supervisory board on loans to board members pursuant to section 28 para 4 of the Austrian Banking Act was discussed and taken note of. The meeting was also attended by members of the supervisory authorities' Joint Supervisory Team, who gave presentations and answered questions raised by supervisory board members. The annual report of Group Compliance and further risk reports were likewise taken note

of. The resolutions proposed for the annual general meeting in May 2023 were discussed and approved. In addition, resolutions were passed on the “WeShare by Erste Group” employee share programme, on amendments to the internal rules of the audit committee, on the remuneration report covering management and supervisory board remuneration as well as on the approval of variable remuneration for the 2022 financial year for members of the Holding board.

At the meeting of 11 April 2023, management board members reported on matters of relevance to their respective areas of responsibility and reports were delivered on executive succession planning, the ESG strategic framework and the Supervisory Review and Evaluation Process (SREP). After the meeting of 11 April 2023, the supervisory board held a strategy retreat at Erste Bank Hungary’s headquarters in Budapest.

At the constituent meeting of 12 May 2023 held after the annual general meeting, members of supervisory board committees were newly appointed. Stefan Dörfler, Alexandra Habeler-Drabek and Maurizio Poletto were reappointed as members of the management board. In addition, two framework programmes for the buyback of own shares were adopted. Furthermore, approval was given for an investment in Additional Tier 1 notes of Banca Comercială Română SA (BCR) and for a framework plan for issuing certificates and warrants.

At the meeting of 22 June 2023, management board members reported on their respective areas of responsibility and a report was presented on the perception of Erste Group from a recruiting perspective. In addition, a framework programme was adopted for the disposal of own shares. A separate report was delivered on the “WeShare by Erste Group” employee share programme. Furthermore, a report on the shared retail and platform strategy was presented to the supervisory board. Changes to the remuneration of the chairman of the management board were approved.

At the meeting of 14 September 2023, a report was delivered on plans for the construction of a new Česká spořitelna’s headquarters building and the Group Recovery Plan for 2024 was approved. The management board members’ regular reports on their respective areas of responsibility and reports from the committees were taken note of.

At the meeting of 4 October 2023, it was resolved to appoint Peter Bosek as CEO of Erste Group Bank AG as of 1 July 2024 and, as a consequence, enter into an early termination agreement with Willibald Cernko as of that date.

At the meeting of 16 November 2023, the plan for the new construction of the Česká spořitelna headquarters was presented and discussed in detail and corporate action required on the part of Česká spořitelna in this context was approved. Previously, a workshop dedicated exclusively to the newbuild of

Česká spořitelna’s headquarters had been held on 20 October 2023 by the supervisory board with representatives of the management boards of Erste Group Bank AG and Česká spořitelna as well as the project team of Česká spořitelna.

At the meeting of 14 December 2023, management board members presented their reports on matters of relevance to their areas of responsibility and the supervisory board adopted Erste Group’s capital plan for the 2024 to 2028 period as well as the budget, the investment plan and the capital plan of Erste Group Bank AG for 2024 to 2028. In addition, an advance resolution was passed pursuant to section 95 para 5 no 12 of the Austrian Stock Corporation Act and a resolution was adopted on long-term funding activities in the 2024 financial year.

MEETINGS OF THE COMMITTEES AND REPORT ON ACTIVITIES

The risk committee held seventeen meetings in 2023, at which it regularly took decisions on exposures and loans exceeding the powers of the management board, was briefed on loans granted within the scope of authorisation of the management board and approved the granting of statutory powers of attorney (Prokura). The committee was regularly informed on the risk strategy, risk appetite, the monitoring required to comply with these limits, individual risk types, risk-bearing capacity and large exposures. Furthermore, reports were given on current regulatory risk topics, compliance matters at single-entity and group levels, business continuity management and crisis management, cyber risk management, the impact of non-financial standards on lending and the situation of specific sectors and industries, including the resulting impact on the risk strategy. Further items on the agenda were audits by supervisory authorities, internal risk models, the final report on the Graben project, updates on plans for new Česká spořitelna headquarters and various legal disputes. Reports were regularly delivered on risk development in individual countries and subsidiaries. Without prejudice to the duties of the remuneration committee, the risk committee members were also in-formed on whether the incentives offered by the internal remuneration system adequately account for risk, capital, liquidity and the probability and timing of profit realisation. Also on the agenda were reports on stress tests. In addition, the members of the risk committee were in-formed about developments in the corporate workout portfolio in general and major workout cases in particular. A strong focus was also on the economic fallout of the high rate of inflation, the Russia-Ukraine war and the sanctions imposed on Russia.

The executive committee did not meet in 2023.

The audit committee met seven times in 2023 and, in addition, held one informal meeting to prepare the meeting on the review of the (consolidated) financial statements. The external auditors were present at all meetings. Among other things, the

auditors reported on the audit of the single-entity and consolidated financial statements for 2022, and the audit committee subsequently conducted the final discussion. The financial statements and the management report, the consolidated financial statements and the management report, the (consolidated) corporate governance report as well as the (consolidated) non-financial report were reviewed and the financial statements recommended for approval by the supervisory board. The additional report of the auditors pursuant to Article 11 of Regulation (EU) No 537/2014 was taken note of. The head of the internal audit department reported on the audit subjects and material audit findings for the year 2022 and, on an ongoing basis, about audit-relevant matters in the group and explained the audit plan for 2023. The internal audit department presented its reports pursuant to section 42 para 3 of the Austrian Banking Act, on the quality assurance programme as well as a report pursuant to Article 25 para 3 in conjunction with Article 24 of the Delegated Regulation (EU) 565/2017. In addition, a report was delivered on the assessment of the functionality of the risk management system pursuant to Rule 83 of the Austrian CCG and on the effectiveness of the internal control system. Based on these reports, the audit committee monitored the effectiveness of the internal control system, the internal audit system and the risk management system pursuant to section 63a para 4 no 2 of the Austrian Banking Act. The audit committee also discussed its work plan for 2024 and defined agenda topics for the meetings. It was decided to recommend the renewal of the audit mandate of PwC Wirtschaftsprüfung GmbH as additional auditor of the (consolidated) financial statements for the 2025 financial year to the supervisory board. The auditors provided information about the preliminary audit of the single-entity and consolidated financial statements for 2023. The effectiveness of the AML Compliance function was acknowledged by the audit committee for the first time. In addition, reports were delivered on the development of participations and the half-year report as of 30 June 2023 and a discussion was held on the 2022 management letter. Reports on on-site inspections conducted by supervisory authorities were taken note of, as were reports on the contents of the plan to address the findings made. The audit committee continuously reviewed and monitored the independence of the auditors of the (consolidated) financial statements with a particular focus on non-audit services rendered for Erste Group pursuant to section 63a para 4 no 4 of the Austrian Banking Act. Among other things, the audit committee gave pre-approval to permissible non-audit services rendered by the (group) auditors and received reports on their current status. The audit committee's report on activities included in the 2022 annual report was discussed and approved. The exchange of views between the audit committee and the auditors in the absence of the management board pursuant to C-Rule 81a of the Austrian CCG was conducted in December 2023. The head of internal audit was also evaluated by the audit committee. The annual Compliance report was taken note of. Pursuant to section 30g para 4a no 3 of the Austrian Limited Liabilities Companies Act (GmbHG), the audit committee performed the

tasks and duties of the audit committee for the subsidiary Erste Digital GmbH. For the first time, the audit committee also reported on BCBS 239 (data quality management).

The nomination committee held five meetings in 2023. In addition to the formal meetings, the members of the nomination committee held a number of informal meetings and also conducted an informal exchange amongst themselves as part of succession planning for the position of CEO. The nomination committee conducted a suitability assessment of Peter Bosek for his appointment as chairman and member of the management board of Erste Group Bank AG and recommended his appointment to the supervisory board as well as the signing of the resulting early termination agreement with Willibald Cernko. The nomination committee furthermore reevaluated the dual function of Stefan Dörfler as a member of the management boards of both Erste Group Bank AG (CFO) and Erste Bank Oesterreich with a positive result. It also examined the requirements for an extension of the contracts and early reappointments of Stefan Dörfler, Alexandra Habeler-Drabek and Maurizio Poletto and issued a positive recommendation to the supervisory board. The nomination committee conducted fit and proper assessments of potential candidates for the elections to the supervisory board at the annual general meeting of Erste Group Bank AG on 12 May 2023. In addition, the nomination committee reviewed the evaluations of the supervisory board and the management board pursuant to C-Rule 36 of the Austrian CCG and section 29 nos 6 and 7 of the Austrian Banking Act and considered, in particular, potential conflicts of interest and the supervisory board members' attendance at meetings. The collective suitability of the management board was likewise established, and the report on the collective suitability of the management board and the supervisory board was discussed in general, with a special focus on members' time availability. The report on the selection of senior management pursuant to section 28 of the Austrian Banking Act was taken note of.

The remuneration committee met four times in 2023. It approved the policy governing the management board's variable remuneration. The 2022 remuneration report to be prepared jointly with the management board pursuant to section 78c of the Austrian Stock Corporation Act was approved by the remuneration committee for submission to the supervisory board. In addition, various remuneration topics concerning Erste Group Bank AG were discussed and approved, including the structure of key performance indicators, the bonus policy, including the requirements for the payment of variable remuneration components, and remuneration rules for Material Risk Takers as well as the question of which employees are subject to these rules. Management board remuneration was discussed and assessed comprehensively. In addition, changes to the internal remuneration policy of Erste Group Bank AG and Erste Group were approved. Reports were delivered on the remuneration of directors in countries in which Erste Group operates and on the

review of the internal remuneration policy by internal audit. The remuneration committee also considered the development of the employee share programme.

The IT committee met four times in 2023. The main topics were the Erste Group IT strategy, periodic updates on IT projects of Erste Group Bank AG and within Erste Group, priorities of IT activities in 2023, the timeline set for their implementation and their impacts on ongoing processes. The IT project portfolio and IT governance for Erste Group as well as IT risk management were considered on an ongoing basis. Reports were also presented on strategic priorities for 2023 and individual projects were explained in detail. Discussions were held on IT security, cloud services, AI and the strategy concerning data use, the handling of data and digitalisation. Reports were also delivered on the current status of various projects. In addition, the IT budget and IT costs were discussed and the impacts of the current geopolitical situation were considered.

The strategy and sustainability committee met four times in 2023. It reported and discussed the Net Zero Transition Targets

at great length and also reported in detail on a retail & platform strategy as well as on the 2024 investment plan. The question of how to optimise the involvement of the supervisory board in strategy planning and implementation was discussed in depth. The current strategy process and the strategic framework existing in the Group were presented and discussed. Updates were provided in the areas of M&A and ESG.

Attendance of meetings

In 2023, all members of the supervisory board attended in person more than half of the supervisory board meetings that took place after their election or delegation to the supervisory board or before their resignation from their mandate or revocation of their delegation.

The following table shows attendance of meetings by ordinary members without accounting for the attendance of substitute members. Details on the attendance of committee members in the respective committee meetings of the supervisory board are likewise provided in the table below.

Meeting attendance

Name	Supervisory board (8 meetings)	Nomination committee (5 meetings)	Audit committee (7 meetings)	Risk committee (17 meetings)	Remuneration committee (4 meetings)	IT committee (4 meetings)	Strategy and sustainability committee (4 meeting)
Friedrich Rödler	100%	100%	100%	100%	100%	100%	100%
Maximilian Hardegg	100%	100%		94%	100%	100%	100%
Elisabeth Krainer Senger-Weiss	88%	80%		100%	100%		
Christine Catasta	100%	100%	100%	100%	100%		
Henrietta Egerth-Stadlhuber	100%			82%		100%	100%
Hikmet Ersek ¹	100%	100%			67%		100%
Alois Flatz	100%	100%			100%		100%
Marion Khüny	100%		100%	94%		100%	
Mariana Kühnel	100%		100%		100%	100%	
Friedrich Santner	88%	100%	100%				100%
Michael Schuster	100%					100%	100%
András Simor	100%				100%		100%
Michèle F. Sutter-Rüdisser	100%	100%	100%			100%	
Christiane Tusek ²	83%		100%			100%	
Delegated by the employees' council							
Martin Grießer	100%	100%	86%		100%	100%	100%
Markus Haag	88%			82%			
Regina Haberhauer	63%		57%				
Andreas Lachs	88%	100%		76%	100%	100%	100%
Barbara Pichler	100%	100%	86%		100%	75%	100%
Jozef Pinter	88%			76%		33%	
Karin Zeisel	100%	100%			100%		100%

¹ until 11 November 2023 member

² since 12 May 2023 member

PROMOTING WOMEN ON MANAGEMENT BOARDS, SUPERVISORY BOARDS AND IN MANAGING POSITIONS

General information as well as details on the promotion of women on the management board, the supervisory board and in managing positions is provided in the (consolidated) non-

financial report. In addition, it is noted that with Alexandra Habeler-Drabek serving as CRO on the management board of Erste Group Bank AG in 2023, the share of women on the six-member management board of Erste Group Bank AG was 16.7%. Pursuant to section 86 para 7 of the Austrian Stock Corporation Act, the supervisory board of Erste Group Bank AG must include at least 30 percent women and at least 30 percent

men. At year-end 2023, women accounted for 50% of the Holding's supervisory board members (2022: 45%, 2021: 38.9%). As of 31 December 2023, the share of women in managing positions as defined in section 80 of the Austrian Stock Corporation Act stood at 27.4% at Erste Group Bank AG. Erste Group Bank AG, as well as Česká spořitelna, Erste Bank Oesterreich, Slovenská sporiteľňa, Banca Comercială Română, Erste Bank Hungary, Erste & Steiermärkische Bank (Erste Bank Croatia) and Erste Bank a.d. Novi Sad (Erste Bank Serbia) have set a goal to achieve a 30% share of the underrepresented gender on the management board and 33% in top management (board-1) by 2028.

PROMOTING DIVERSITY

General information as well as details on diversity are provided in the (consolidated) non-financial report. For the sake of completeness it is noted that the Diversity and Inclusion Policy takes full account of the diversity concept applicable in appointing management board and supervisory board members with regard to age, gender, education and professional career. In selecting proposed candidates for supervisory board mandates, the focus must be on a well-balanced composition of the board and diversity within the board in terms of educational background and professional expertise.

Diversity must be observed in particular with regard to the representation of both genders and age structure. The international experience represented on the supervisory board by supervisory board members of different nationalities or persons with a long international track record is to be maintained.

In addition, in assessing the qualifications, composition and independence of the supervisory board, the criteria defined by Erste Group Bank AG's supervisory board pursuant to Rule 53 of the Austrian CCG must be taken into account. In setting up supervisory board committees, special care must be taken to ensure that each committee will always have adequate expertise as required for its work (e.g. the remuneration committee must have expert knowledge and practical experience in the area of remuneration policy (section 39c para 3 of the Austrian Banking Act), the risk committee must have the expertise and experience necessary for monitoring the implementation of the bank's risk strategy (Article 39d para 3 of the Austrian Banking Act), the audit committee must possess specific expertise and practical experience in banking finance and accounting (section 63a para 4 of the Austrian Banking Act), etc.).

EXTERNAL EVALUATION

Under C-Rule 62 of the Austrian CCG, Erste Group Bank AG commissioned external evaluations of its compliance with the C-Rules of the Code of Corporate Governance at least once

every three years, most recently for the 2023 fiscal year. All evaluations reached the conclusion that Erste Group Bank AG had met all requirements of the Code. Deviations from the C-Rules of the Code were described and explained. Summary reports on these evaluations are available on the website of Erste Group Bank AG.

SHAREHOLDERS' RIGHTS

It is noted that Erste Group Bank AG has no rights arising from its own shares. Neither a subsidiary nor a third party holding shares on behalf of Erste Group Bank AG or of a subsidiary may exercise its voting rights and its rights for subscription to these shares.

Voting rights

Each share of Erste Group Bank AG entitles its holder to one vote at the annual general meeting. In general, shareholders may pass resolutions at an annual general meeting by a simple majority of the votes cast or, in the event that the majority of the share capital present is required to approve a measure, by a simple majority of the share capital present, unless Austrian law or the articles of association require a qualified majority vote.

The articles of association differ from the statutory majority requirements in three cases: first, the appointment of supervisory board members can be revoked before the end of their respective term by a resolution of the annual general meeting that requires a majority of 75% of the votes cast and a majority of 75% of the share capital present at such meeting. Second, the articles of association may be amended by a resolution of the annual general meeting. Provided that such amendment does not concern the business purpose, this requires a simple majority of the votes cast and a simple majority of the share capital present at such meeting. Third, any provision regulating increased majority requirements can only be amended with the same increased majority.

Dividend rights

Each shareholder is entitled to receive dividends if and to the extent the distribution of dividends is resolved by the annual general meeting.

Liquidation proceeds

In case of dissolution of Erste Group Bank AG, the assets remaining after the discharge of liabilities and repayment of supplementary capital as well as additional tier 1 capital will be distributed pro-rata to the shareholders. The dissolution of Erste Group Bank AG requires a majority of at least 75% of the share capital present at an annual general meeting.

Subscription rights

All holders of shares have subscription rights allowing them to subscribe to any newly issued shares to maintain their existing share in the share capital of Erste Group Bank AG. Such subscription rights are in proportion to the number of shares held by such shareholders prior to the issue of the new shares. The said subscription rights do not apply if the respective shareholder does not exercise these subscription rights or the subscription rights are excluded in certain cases by a resolution of the annual general meeting or by a resolution of the management board and the supervisory board.

The Austrian Stock Corporation Act contains provisions that protect the rights of individual shareholders. In particular, all shareholders must be treated equally under equal circumstances unless the shareholders affected have consented to unequal treatment. Furthermore, measures affecting shareholders' rights, such as capital increases and the exclusion of subscription rights, generally require a shareholders' resolution.

The articles of association of Erste Group Bank AG do not contain any provisions regarding a change in the share capital, the rights associated with the shares or the exercise of the shareholders' rights that differ from the statutory requirements.

Stock corporations such as Erste Group Bank AG must hold at least one annual general meeting (ordinary shareholders' meeting) per year, which must be held within the first eight months of any financial year and cover at least the following items:

- _ Presentation of certain documents
- _ Appropriation of profit
- _ Discharge of the members of the management board and the supervisory board for the financial year ended.

At the annual general meetings, shareholders may ask for information about the company's affairs to the extent that this is required for the proper assessment of an agenda item.

Management board

Willibald Cernko mp, Chairman

Stefan Dörfler mp, Member

David O'Mahony mp, Member

Ingo Bleier mp, Member

Alexandra Habeler-Drabek mp, Member

Maurizio Poletto mp, Member
