



**(Consolidated)**  
**Corporate Governance**  
**Report 2025**

# 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 [www.corporate-governance.at](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.

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 2025 financial year, Erste Group Bank AG complied with all L-Rules (Legal Requirements – mandatory legal norms) 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 are being 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, hence 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. More details can be found in 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/en/about-us/corpgov](http://www.erstegroup.com/en/about-us/corpgov).
- \_ Pursuant to C-Rule 52a of the Austrian CCG, the number of Supervisory Board members (without employees' representatives) shall be ten at most. In 2025, the Supervisory Board of Erste Group Bank AG comprised up to twelve 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, which right was, however, not exercised in the 2025 financial year. 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 shall be nominated 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. 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 EU Directive 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 the Supervisory Board and enables them to participate in external training events.

As part of the 2025 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 collectively within the respective boards.

The development of expertise and skills is continued regularly (on subjects such as current legal developments, specifically in financial reporting and risk management) by means of presentations given by relevant departments at Management Board and Supervisory Board meetings. In addition, an intense and comprehensive on-boarding process was conducted with members newly elected to the Supervisory Board, including in particular the new chairman of the Supervisory Board.

Among the professional development and training events organised for the respective boards were the following highlights: several sessions for the Management Board and the Supervisory Board on topics of strategic relevance, including Die Zweite Wiener Vereins-Sparcasse, strategic positioning in a changing market environment and two sessions on Artificial Intelligence. In addition, board members attended training sessions on compliance rules at Erste Group Bank AG including directors' dealings. Supervisory Board members were again offered extensive fit & proper training for banks. Of special importance was training in the implementation of EBA guidelines on the management of ESG risks. The board also completed training on risks related to information and communication technology and their management.

### **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 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). Among other things, the internal guidelines 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 himself, 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 a 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 2025, the Management Board consisted of five members.

Management Board member	Year of birth	Date of initial appointment	Expiration date of current period
Peter Bosek (Chairman)	1968	01.07.2024	30.06.2027
Ingo Bleier	1970	01.07.2019	30.06.2026
Stefan Dörfler	1971	01.07.2019	31.12.2027
Alexandra Habeler-Drabek	1970	01.07.2019	31.12.2027
Maurizio Poletto	1973	01.01.2021	31.12.2027

Ingo Bleier announced that he will serve the full term of his Management Board mandate until 30 June 2026 but will not accept any offer for an extension.

Management Board member	Areas of responsibility
Peter Bosek	Group People & Culture, Group Secreteriat and Legal, Group Audit, Group Communications & Corp. Affairs, Group Brand & Innovation, Group Investor Relations, Group Strategy, Group Transformation Office, Group Retail Development - Financial Health
Ingo Bleier	Group Corporates, Group Commercial Real Estate, Group Investment Management, Group Markets, Group Research
Stefan Dörfler	Group Balance Sheet Management, Group Performance Management, Group Data Management, Group Accounting
Alexandra Habeler-Drabek	Group Compliance, Credit Risk Methods, Credit Risk Portfolio, Group Credit Risk Management, Enterprise wide & Operational Risk Management, Group Liquidity and Market Risk Management
Maurizio Poletto	Platform Governance; CIO Group Functions, Banking Services, Group Security

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.

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 carefully evaluates their expertise based on the standards applicable to credit institutions. For additional details see the curricula vitae of the Management Board members at [www.erstegroup.com/en/about-us/corpgov/boards](http://www.erstegroup.com/en/about-us/corpgov/boards). Short profiles are provided below:

Peter Bosek (background in law) started his career at the University of Vienna's Department of Constitutional and Administrative Law before entering the banking industry in 1996. After holding various management positions within Erste Group over the course of 25 years, Bosek served as CEO of Erste Bank der oesterreichischen Sparkassen AG and as Chief Retail Officer of Erste Group Bank AG. From 2021 to 2024 he was CEO of Luminor Bank AS in Tallinn (Estonia).

Ingo Bleier (background in law and commercial sciences) had already been entrusted with a variety of management tasks in corporate banking, project finance and loan syndication first at Creditanstalt and subsequently at UniCredit Bank Austria AG. Prior to his appointment to the Management Board, he had held various management functions in Corporate and Acquisition Finance, Investment Banking and Group Corporates at Erste Group Bank AG since 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) served in 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 before her appointment to the Management Board were, among others, Head of Operative Risk Management of Erste Bank der oesterreichischen Sparkassen AG, Head of Group Enterprise-wide Risk Management at Erste Group Bank AG and Chief Risk Officer of Slovenská sporiteľňa, a.s.

Maurizio Poletto (background in design) has built his career at the intersection of digital design, user experience, and advanced technology R&D. He initially gained experience as a designer and art director before founding his own company in 2003. Since joining Erste Group in 2012, Maurizio has been driving digital innovation and technological advancement. He was instrumental in establishing George Labs GmbH, an in-house fintech incubator, and has been a key leader in the development and expansion of George for over a decade.

## Mandates on supervisory boards and similar functions

As of 31 December 2025, 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 \*).

### Peter Bosek

Česká spořitelna, a.s.\*, Chair

Erste Bank der oesterreichischen Sparkassen AG\*, Vice Chair

### Ingo Bleier

Erste & Steiermärkische Bank d.d.\* (Erste Bank Croatia), Chair

Erste Bank a.d. Novi Sad\* (Erste Bank Serbia), Chair

Steiermärkische Bank und Sparkassen AG\*, Member

### Stefan Dörfler

Banca Comercială Română S.A.\*, Vice Chair

Česká spořitelna, a.s.\*, Member

Sparkassen-Haftungs GmbH\*, Member

Wiener Börse AG, Member

### Alexandra Habeler-Drabek

Erste Bank Hungary Zrt.\*, Member

Slovenská sporiteľňa, a.s.\*, Chair

### Maurizio Poletto

Česká spořitelna, a.s.\*, Member

Erste Digital GmbH\*, Chair

## SUPERVISORY BOARD

In the 2025 financial year, the following persons were members of the Supervisory Board:

Position	Name	Gender	Year of birth	Nationality	Date of initial appointment	Expiration date of current period
Chair (since 21 May 2025)	Gottfried Haber	male	1972	Austria	21.05.2025	AGM 2029
Chair (until 21 May 2025)	Friedrich Rödler	male	1950	Austria	04.05.2004	AGM 2025
1st Vice Chair	Elisabeth Krainer-Senger-Weiss	female	1972	Austria	21.05.2014	AGM 2027
2nd Vice Chair	Christine Catasta	female	1958	Austria	01.07.2022	AGM 2026
Member	Henrietta Egerth-Stadlhuber	female	1971	Austria	26.06.2019	AGM 2026
Member	Alois Flatz	male	1966	Austria	18.05.2022	AGM 2029
Member	Marion Khüny	female	1969	Austria	17.05.2017	AGM 2026
Member	Mariana Kühnel	female	1983	Austria	18.05.2022	24.03.2025
Member	Caroline Kuhnert	female	1963	Austria, Switzerland	01.08.2024	AGM 2027
Member	Friedrich Santner	male	1960	Austria	10.11.2020	AGM 2027
Member	Michael Schuster	male	1980	Austria	19.05.2021	AGM 2028
Member	Walter Schuster	male	1955	Austria	22.05.2024	AGM 2027
Member	Gabriele Semmelrock-Werzer	female	1958	Austria	21.05.2025	AGM 2029
Member	Christiane Tusek	female	1975	Austria	12.05.2023	AGM 2026
<b>Delegated by the employees' council</b>						
Member	Martin Grießer	male	1969	Austria	26.06.2019	until further notice
Member	Markus Haag	male	1980	Austria	21.11.2011	until further notice
Member	Regina Haberhauer	female	1965	Austria	12.05.2015	until further notice
Member	Jakob Hofstädter	male	1962	Austria	08.05.2024	until further notice
Member	Barbara Pichler	female	1969	Austria	09.08.2008	until further notice
Member	Karin Zeisel	female	1961	Austria	09.08.2008	until further notice

In the 2025 financial year, the composition of the Supervisory Board changed as follows: Mariana Kühnel resigned from her Supervisory Board mandate as of 24 March 2025. Alois Flatz was re-elected at the annual general meeting on 21 May 2025. Gabriele Semmelrock-Werzer and Gottfried Haber were newly elected to the Supervisory Board. At the constituent meeting of the Supervisory Board held after the annual general meeting Gottfried Haber was elected as the new Chair of the Supervisory Board. Friedrich Rödler left the Supervisory Board upon the end of the annual general meeting.

### Mandates on supervisory boards and similar functions

In 2025, 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 \*\*.

#### Gottfried Haber

Erste Bank der oesterreichischen Sparkassen AG\*, Chair

Caritas der Erzdiözese Wien (Caritasverband) gemeinnützige Gesellschaft mit beschränkter Haftung, Vice Chair

#### 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

OMV Petrom SA\*\*, Member

Bundesimmobiliengesellschaft m.b.H., Chair

#### [Henrietta Egerth-Stadlhuber](#)

NÖ Kulturwirtschaft GesmbH, Member  
Lebensraum Tirol Holding GmbH, Vice Chair  
PORR AG\*\*, Member

#### [Alois Flatz](#)

Crate.io, Inc., Chair  
Direttissima Growth Partners AG (formerly FlatzHoffmann AG), Chair

#### [Marion Khüny](#)

Valiant Holding AG\*\*, Member  
Multitude AG\*\*, Member  
Lang & Schwarz Aktiengesellschaft\*\*, Member

#### [Friedrich Santner](#)

Steiermärkische Bank und Sparkassen AG\*, Chair

#### [Gabriele Semmelrock-Werzer](#)

Privatstiftung Kärntner Sparkasse, Chair

#### [Christiane Tusek](#)

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  
tech2b Inkubator GmbH, Vice Chair

Caroline Kuhnert, Michael Schuster and Walter Schuster did not hold any supervisory board mandates or similar functions in other domestic or foreign companies as of 31 December 2025.

Members who departed, until the date of their departure:

#### [Friedrich Rödler](#)

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

At the time of her departure, Mariana Kühnel did not hold any supervisory board mandates or similar functions in other domestic or foreign companies.

Delegated by the employees' council:

#### [Regina Haberhauer](#)

Erste Asset Management GmbH\*, Member

#### [Barbara Pichler](#)

DIE ERSTE österreichische Spar-Casse Privatstiftung, Member

Martin Grießer, Markus Haag, Jakob Hofstädter 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, 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 members of the Supervisory Board declared their independence in 2025 with the exception of Friedrich Rödler and Gabriele Semmelrock-Werzer. Friedrich Rödler had been serving on the Supervisory Board for more than 15 years. Gabriele Semmelrock-Werzer was a member of the management board of a subsidiary during the past five years. No member of the Supervisory Board holds directly or indirectly more than 10% of the shares of Erste Group Bank AG. 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 (BWG) 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.

## Share of independent members

Pursuant to	Supervisory Board		Committees						
	Austrian CCG	Austrian Banking Act (BWG)	Steering and coordination committee	Nomination committee	Audit committee	Risk committee	Remuneration committee	IT and digital committee	Strategy and sustainability committee
			n.a.	Section 28a para 5b BWG	Section 63a para 4 BWG	Section 28a para 5b BWG	Section 28a para 5b BWG	n.a.	n.a.
31 Dec 2025	92 %	92 %	n.a.	100 %	100 %	86 %	100 %	n.a.	n.a.
1 Jan 2025	92 %	92 %	n.a.	80 %	100 %	83 %	83 %	n.a.	n.a.

The 2025 financial year saw a number of changes in the composition of the Supervisory Board and its committees compared with the previous year, most of which resulted from the annual general meeting held on 21 May 2025. The table below shows the current composition as of 31 December 2025.

## Membership of the Supervisory Board and its committees

	Supervisory Board (independence)		Committees (function of the Supervisory Board member)						
	Pursuant to Austrian CCG	Pursuant to Austrian Banking Act	Steering and coordination committee	Nomination committee	Audit committee	Risk committee	Remuneration committee	IT and digital committee	Strategy and sustainability committee
Gottfried Haber	independent	independent	Chair	Chair	Deputy	Deputy	Deputy	Deputy	Deputy
Elisabeth Krainer-Senger-Weiss	independent	independent	Member	Member	-	Member	Chair, Remuneration expert	Member	-
Christine Catasta	independent	independent	Member	Member	Chair, Financial expert	Member	Member	-	-
Henrietta Egerth-Stadlhuber	independent	independent	-	-	-	Member	-	Member	Member
Alois Flatz	independent	independent	Member	Member	-	-	Member	-	Chair
Marion Khüny	independent	independent	Member	-	Member	Chair	-	-	-
Caroline Kuhnert	independent	independent	-	-	Member	-	Member	-	Member
Friedrich Santner	independent	independent	-	Member	-	-	-	-	Member
Michael Schuster	independent	independent	Member	-	-	-	-	Chair	Member
Walter Schuster	independent	independent	-	-	-	Member	-	-	Member
Gabriele Semmelrock-Werzer	dependent	dependent	-	-	Member	Member	Member	-	-
Christiane Tusek	independent	independent	-	-	Member	-	-	Member	-
<b>Delegated by the employees' council:</b>									
Martin Grießer	n.a.	n.a.	Substitute	Substitute	Member	Member	Substitute	Member	Member
Markus Haag	n.a.	n.a.	-	-	Substitute	Member	Substitute	Member	-
Regina Haberhauer	n.a.	n.a.	Substitute	Substitute	Member	Substitute	-	-	Member
Jakob Hofstädter	n.a.	n.a.	Member	Member	-	Member	Member	Member	Substitute
Barbara Pichler	n.a.	n.a.	Member	Member	Member	-	Member	Substitute	Member
Karin Zeisel	n.a.	n.a.	Member	Member	Substitute	Member	Member	Substitute	Member

## Share of the underrepresented gender

	Supervisory Board	Steering and coordination committee	Nomination committee	Audit committee	Risk committee	Remuneration committee	IT and digital committee	Strategy and sustainability committee
31 Dec 2025	44% (m)	44% (m)	50 %	22% (m)	45% (m)	33% (m)	38% (f)	45% (f)
1 January 2025	44% (m)	20% (m)	50 %	25% (m)	44% (f)	33% (m)	44% (f)	44% (m)

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

## Self-evaluation of the Supervisory Board

The Supervisory Board is tasked with assessing the efficiency of the Supervisory Board's activities, specifically its organisation and working practices (self-evaluation) in accordance with C-Rule 36 of the Austrian CCG. For this purpose, the Supervisory Board conducted a self-evaluation which yielded highly positive results, most notably with regard to its strategic core tasks. In order to enhance the effectiveness of its work even further, measures were developed in the process to support the continuing development of the Supervisory Board.

As required under section 29 nos 6 and 7 of the Austrian Banking Act, in 2025 the nomination committee assessed and confirmed that the size, structure and composition of the Management Board and the Supervisory Board as well as the individual and collective suitability (professional qualifications and experience required) and personal reputation of the members of the Management Board and the Supervisory Board were appropriate for the type, scope and complexity of the bank's business operations and risk culture.

## 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: DECISION-MAKING POWERS, MEETINGS AND ACTIVITY REPORTS

The Supervisory Board has set up seven committees: the nomination committee, the audit committee, the risk committee, the remuneration committee, the IT and digital committee, the steering and co-ordination committee as well as 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.

### 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 matters concerning succession planning. It deals with and decides on the 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 stock options. Furthermore, the nomination committee supports the Supervisory Board in proposing candidates for election by the annual general meeting for filling Supervisory Board mandates that have become vacant and assesses the fit and properness of such candidates. The nomination committee also 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. It is also tasked with conducting periodic assessments of the Management Board's and the Supervisory Board's structure, size, composition and performance. Likewise, the nomination committee is required to conduct periodic assessments of the expertise, skills and experience of individual members of the Management Board and the Supervisory Board as well as of each body in its entirety and report its findings to the Supervisory Board. With regard to the selection for senior management positions, the nomination committee is obligated to review actions taken by the Management Board and to support the Supervisory Board in making recommendations to the Management Board.

In 2025, the nomination committee performed the mentioned tasks in the course of its seven meetings. The nomination committee conducted fit and proper assessments of potential candidates for election to the Supervisory Board at the annual general meeting of

Erste Group Bank AG on 21 May 2025. Succession planning and the continuing development of the Supervisory Board, including in particular fine-tuning of competency profiles, benchmarking against selected competitors and identifying potential for development were discussed in detail. In addition, the nomination committee reviewed the evaluations of the Supervisory Board and the Management Board pursuant to 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 of 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. After Ingo Bleier's announcement that he will not be available for an extension of his Management Board mandate, the nomination committee initiated the steps required.

## **Audit committee**

The tasks of the audit committee result, most notably, 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 tasked with overseeing the accounting process, the internal control system, the internal audit system and the risk management system. It is also responsible for overseeing the annual audit of the (consolidated) financial statements as well as for reviewing and monitoring the qualifications and independence of the (group) auditor. The committee submits a report on the results of the annual audit to the Supervisory Board and explains how the annual audit contributed to the reliability of financial reporting and the role of the audit committee in doing so. Its tasks also include reviewing the (consolidated) annual financial statements and preparing their approval, reviewing the proposal for the appropriation of profit, the (group) management report, the (consolidated) corporate governance report and the sustainability statement. The audit committee reports the results of these reviews to the Supervisory Board. In addition, it conducts the procedure for the selection of an additional (group) auditor in addition to Sparkassen-Prüfungsverband as the statutory auditor and makes a recommendation for the appointment of the additional (group) auditor and an auditor of the sustainability statement to the Supervisory Board. The committee acknowledges the additional report of the auditor (report pursuant to Art. 11 EU Regulation 537/2014) and the participations report. It is also responsible for acknowledging the internal rules of the internal auditors, the audit plan, the internal auditors' report on the audit areas and material audit findings as well as the activity report pursuant to Article 25 para 3 in conjunction with Article 24 of the Delegated EU Regulation 565/2017. In the case of on-site inspections conducted by supervisory authorities, the audit committee acknowledges the inspection report as well as the report on the measures planned to address the findings identified. Furthermore, it reviews the report on the activities of the Anti Money Laundering Officer and assesses 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 and 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%; in 2025, the audit committee performed these tasks and duties again for the subsidiary Erste Digital GmbH.

In 2025, the audit committee performed the said tasks in the course of its nine meetings. In addition, one informal meeting was held to prepare the meeting on the review of the (consolidated) financial statements. The external auditors were present at all meetings.

The auditors reported specifically on the audit of the (consolidated) financial statements for 2024, and the audit committee subsequently conducted the final discussion. In 2025, the focus of the audit committee was on the preparation and execution of the tendering process for the selection of a group auditor for the 2027 financial year due to the mandatory rotation requirement, which will be recommended for appointment as an additional auditor at the 2026 annual general meeting. The internal audit department presented its reports pursuant to section 42 para 3 of the Austrian Banking Act and on the quality assurance programme. The functionality of the risk management system as required pursuant to Rule 83 of the Austrian CCG was assessed as of 31 December 2024. The audit committee presented its work plan for 2026. The auditors provided information about the preliminary audit of the (consolidated) financial statements for 2025 and presented the half-year report as of 30 June 2025, which had not been subjected to an audit review. The audit committee gave pre-approval to permissible non-audit services rendered by the (group) auditors and received reports on the current status of work. 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 held in December 2025. An exchange of views among the members of the audit committee in the absence of the Management Board was ensured at every meeting in accordance with its internal rules. The head of internal audit was also evaluated by the audit committee and the annual Compliance report was taken note of.

## Risk committee

The tasks of the risk committee are governed in particular by section 39d 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.

In 2025, the risk committee performed the said tasks in the course of its 17 meetings. In 2025, a special focus was on geopolitical risks, which were discussed in depth. In addition, a large number of reports were given on risk and compliance matters, including cyber risk and AI governance. Detailed information was also provided about individual industries and their impacts on the risk strategy. This information was used in particular as an input in decision-making before the passing of resolutions. Further items on the agenda were internal risk models, risk development in individual countries and subsidiaries as well as the development of the corporate workout portfolio in general and major workout cases in particular.

## 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 EU Directive 2013/36 and the internal rules of the remuneration committee. The remuneration committee prepares resolutions on remuneration matters, 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 risk as well as the capital base and liquidity. The committee furthermore approves material exceptions from the application of the remuneration policy to individual staff members 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. Its tasks also include the preparation of 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) as well as the preparation and review of the report on the remuneration of members of the Management and Supervisory Boards pursuant to sections 78c and 98a of the Austrian Stock Corporation Act and reporting the findings to the Supervisory Board.

In 2025, the remuneration committee held five meetings in which it performed its tasks. In the course of these meetings, various remuneration topics concerning Erste Group Bank AG were discussed and approved. These included in particular 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 including the definition of employees who are subject to these rules. Management board remuneration was discussed and assessed comprehensively. The committee also discussed the annual remuneration for the members of the Supervisory Board in detail. In addition, it approved changes to the internal remuneration policy of Erste Group Bank AG and Erste Group. 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 implementation and development of the employee share programme.

## IT and digital committee

The IT and digital committee is responsible for monitoring and overseeing IT-related matters and supporting the implementation of the digital and IT strategy. Its key tasks include, in particular, taking note of reports from the Digital and IT department as well as from IT Operations, monitoring the Group IT budget including the control of investment in digital offerings and IT systems, monitoring system capacity and capability as well as operating continuity and crisis management, data security and IT and cyber-security. The committee is also tasked with taking note of critical changes in the organisational structure and responsibilities of the Platform and IT Operations department as well as approving motions relating to the said matters, provided they do not fall within the scope of responsibility of another committee, specifically the strategy and sustainability committee.

In 2025, the IT and digital committee performed its tasks in the course of four meetings. Key topics were the Erste Group IT strategy and periodic updates on IT projects of Erste Group Bank AG and within Erste Group. The IT project portfolio and IT governance for Erste Group as well as IT risk management were considered on an ongoing basis, with a special focus on opportunities and risks arising from AI. George Invest, Hey George and other digital products were discussed in detail.

### **Steering and coordination committee**

As of 1 January, the steering and coordination committee assumed its primary responsibility of steering and coordinating the work of the specialised committees and the Supervisory Board in its entirety. It performed its tasks in the course of two meetings. The main focus of its discussions was on key matters on the agenda of the 2025 financial year, such as the acquisition of Santander Bank Polska and its consideration in the respective committees and by the Supervisory Board in its entirety, the annual general meeting held on Erste Campus for the first time and the tender process for the election of a new auditor for the consolidated financial statements necessitated by external rotation requirements. The function of the Supervisory Board and improvements in exchanges between the committees were likewise dealt with by the committee.

### **Strategy and sustainability committee**

The committee advises the Management Board on the definition of principles of the business strategy as well as with regard to the strategies to be pursued for a sustainable development of Erste Group. The strategy and sustainability committee also supports the Supervisory Board in overseeing the implementation of the business strategy and the ESG (environment, social, governance) strategy. Its tasks include taking note of reports on the business strategy and the sustainability strategy, advising on the definition of sustainability goals and assessing opportunities and risks in the field of ESG. In addition, it supports the remuneration committee in defining ESG goals for the Management Board and reviews the achievements of these goals. The committee also discusses the relationship between corporate strategy and sustainability. This committee is, therefore, the body in which the Supervisory Board members represented there can verify that the Management Board has given due regard to 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).

In 2025, the strategy and sustainability committee performed its tasks in the course of six meetings. Detailed reports were delivered on the strategic initiatives with selected deep dives. A special focus of the strategy and sustainability committee was on the acquisition of Santander Bank Polska. Updates were also provided on ESG matters.

## **MEETINGS OF THE SUPERVISORY BOARD AND REPORT ON PRINCIPAL ACTIVITIES**

In the 2025 financial year, the Supervisory Board of Erste Group Bank AG convened in a total of eight meetings, in which legal and regulatory requirements were met. The deliberations and the resolutions passed by the body were marked by a number of matters of strategic significance.

One key concern was the extensive consideration of the acquisition of Santander Bank Polska. This transaction required an increased number of meetings and exchanges between the meetings as well as a profound analysis of the impacts on market position and integration into the group. In both the committees and on the Supervisory Board in its entirety a large number of additional reports were delivered and resolutions passed on the Polish acquisition, all of which were dealt with in detail.

After the annual general meeting, the constituent meeting of the newly elected Supervisory Board was held, in which Gottfried Haber was elected as new chairman of the Supervisory Board. In this context, in the 2025 financial year, the Supervisory Board had a strong focus on measures for its continuing development, specifically on improving the economics of its meetings and optimising co-operation among its committees. The training and onboarding programme for new Supervisory Board members was also revised and updated in the process.

In the reporting year, the former executive committee was transformed into a steering and co-ordination committee to support a more efficient management of complex matters. Another key focus was on regulatory matters arising in view of geopolitical risks. In addition, the Supervisory Board extensively discussed the utilisation and potential of Artificial Intelligence in the Bank.

Finally, the implementation of strategic goals was periodically discussed and monitored. In 2025, Supervisory Board activities were thus marked by high intensity and a clear alignment with the long-term strategic development of Erste Group Bank AG.

After Ingo Bleier's announcement that he will not be available for an extension of his management board mandate, which will still run until 30 June 2026, the Supervisory Board initiated the steps required. The members of the Management Board periodically

report about important developments in their respective areas of responsibility. The “WeShare by Erste Group” employee share programme was again discussed and adopted.

### Attendance of meetings

In 2025, all members of the Supervisory Board, with the exception of Mariana Kühnel, 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. Before the resignation from her mandate, one Supervisory Board meeting was held in 2025, which Mariana Kühnel did not attend, as a result of which her rate of attendance is 0%. 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	Nomination committee	Audit committee	Risk committee	Remuneration committee	IT and digital committee	Strategy and sustainability committee	Steering and coordination committee
	8 meetings	7 meetings	9 meetings	17 meetings	5 meetings	4 meetings	4 meetings	2 meetings
Gottfried Haber <sup>1</sup>	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %
Friedrich Rödler <sup>2</sup>	100 %	100 %	100 %	100 %	100 %	100 %	100 %	100 %
Elisabeth Krainer-Senger-Weiss	100 %	100 %		94 %	100 %	100 %		100 %
Christine Catasta	100 %	100 %	100 %	100 %	100 %			100 %
Henrietta Egerth-Stadlhuber	88 %			94 %		100 %	100 %	
Alois Flatz	100 %	100 %			100 %		100 %	100 %
Marion Khüny	100 %		89 %	100 %		100 %		100 %
Mariana Kühnel <sup>3</sup>	0 %		50 %		0 %	0 %		
Caroline Kuhnert	100 %		100 %		100 %		100 %	
Friedrich Santner	100 %	100 %					100 %	
Michael Schuster	100 %					100 %	100 %	100 %
Walter Schuster	100 %			100 %			100 %	
Gabriele Semmelrock-Werzer <sup>4</sup>	100 %		100 %	100 %	100 %			
Chistiane Tusek	100 %		100 %			100 %		100 %
<b>Delegated by the employees' council</b>								
Martin Grießer	88 %		100 %	82 %		100 %	20 %	
Markus Haag	100 %			88 %		100 %		
Regina Haberhauer	88 %		44 %				67 %	
Jakob Hofstädter	100 %	100 %		94 %	80 %	100 %		100 %
Barbara Pichler	100 %	86 %	67 %		80 %		67 %	50 %
Karin Zeisel	100 %	100 %		89 %	80 %		83 %	100 %

Supervisory board member: <sup>1</sup>since 21 May 2025, <sup>2</sup>until 21 May 2025, <sup>3</sup>until 24 March 2025, <sup>4</sup>since 21 May 2025

## 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 sustainability statement. In 2025, Alexandra Habeler-Drabek served as Chief Risk Officer (CRO) on the Management Board of Erste Group Bank AG. As the Management Board of Erste Group Bank AG consisted of five members, the share of women on the Management Board was 20%. 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 2025, women represented 55.6% of Erste Group Bank AG’s Supervisory Board members. As of 31 December 2025, the share of women in managing positions as defined in section 80 of the Austrian Stock Corporation Act stood at 31.3% at Erste Group Bank AG. Erste Group Bank AG, Erste Bank der oesterreichischen Sparkassen AG, Česká spořitelna, Slovenská sporiteľňa, Banca Comercială Română, Erste Bank Hungary, Erste Bank Croatia and Erste Bank Serbia have set themselves the goal to achieve a 30% share of the underrepresented gender on the Management Board and 33% in top management (board-1) in each institution by 2028.

## PROMOTING DIVERSITY

General information as well as details on diversity are provided in the sustainability statement. 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 and diverse composition of the board, most notably in terms of educational background and professional expertise. Diversity must be ensured 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 strengthened further. In addition, the criteria defined by Erste Group Bank AG's Supervisory Board must be taken into account in assessing the qualifications, composition and independence of the Supervisory Board pursuant to Rule 53 of the Austrian CCG. 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. For example:

- \_ Remuneration committee (section 39c para 3 of the Austrian Banking Act): expert knowledge and practical experience in the area of remuneration policy
- \_ Risk committee (Article 39d para 3 of the Austrian Banking Act): expertise in monitoring the implementation of the bank's risk strategy
- \_ Audit committee (section 63a para 4 of the Austrian Banking Act): specific expertise and practical experience in banking finance and accounting

## 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 an 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 mentioned 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.

## ANNUAL GENERAL MEETING

The 32nd annual general meeting of Erste Group Bank AG was held on 21 May 2025, for the first time on Erste Campus. It resolved to distribute a dividend of EUR 3.00 per share, to discharge the members of the Management Board and the Supervisory Board and to adopt the remuneration report, each for the 2024 financial year. In addition, resolutions were passed on agenda items including elections to the Supervisory Board, appointment of the additional auditor of the (consolidated) financial statements for the 2026 financial year and appointment of auditors for the sustainability statement for the 2025 financial year. All other resolutions proposed were likewise adopted by the annual general meeting. These included resolutions enabling the purchase and sale of own shares and a resolution on the remuneration policy.

All shareholders' rights were protected at the 32nd annual general meeting held on 21 May 2025. Voting results were disclosed and can be viewed on the website at [www.erstegroup.com/en/investors/events/agm/agm2025](http://www.erstegroup.com/en/investors/events/agm/agm2025)

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Management Board	
Peter Bosek mp, Chairman	
Ingo Bleier mp, Member	Stefan Dörfler mp, Member
Alexandra Habeler-Drabek mp, Member	Maurizio Poletto mp, Member

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Vienna, 25 February 2026

