

Agenda Item 2

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

„The allocation of the balance sheet profit shown in the annual accounts of the Company as of 31.12.2009 in the amount of EUR 386,750,825.90 shall be made pursuant to the recommendation of the Management Board as follows:

The holders of participation certificates will receive a dividend in the amount of 8% of the nominal value.

Each share entitled to a dividend will receive EUR 0.65. Own shares of the Company have no dividend rights.

The remaining amount is carried forward.”

Agenda Item 3

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

„The actions of the members of

- a) the Management Board and
- b) the Supervisory Board

of Erste Group Bank AG in the business year 2009 shall be formally approved in separate votes.“

Agenda Item 4

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

“The members of the Supervisory Board shall be granted a remuneration for the business year 2009 in the aggregate amount of EUR 350,000, whereby the allocation of this amount shall be in the responsibility of the Supervisory Board. The additional meeting attendance fee for the members of the Supervisory Board shall be determined with EUR 500 per meeting of the Supervisory Board or one of its committees.”

Agenda Item 5

The Supervisory Board proposes that the general meeting passes the following resolution:

RESOLUTION

„Dkfm. Elisabeth Gürtler, Mag. Dr. Wilhelm Rasinger and Univ.-Prof. Dr. Georg Winckler shall be elected as members of the Supervisory Board of Erste Group Bank AG until the conclusion of the general meeting which resolves on the formal approval of the actions of the Supervisory Board for the business year 2014.“

JUSTIFICATION

With the conclusion of the general meeting on 12th May 2010 the office terms as members of the Supervisory Board of Dkfm. Elisabeth Gürtler, Mag. Dr. Wilhelm Rasinger and Univ.-Prof. Dr. Georg Winckler will end.

Pursuant to Section 15.1 of the articles of association, the Supervisory Board shall consist of at least three and not more than twelve members elected by the general meeting. The Supervisory Board currently consists of twelve members, who have been elected by the general meeting. In the upcoming general meeting three members must be elected to maintain the current number of twelve members.

In the above proposal for election, the results of a pre-election for a representative of retail investors, which was supervised by the notary public Dr. Christoph Bieber, were

considered. Mag. Dr. Wilhelm Rasinger is proposed as a result of this pre-election as representative of the retail investors in the Supervisory Board.

All proposed persons have made declarations pursuant to § 87 para. 2 Stock Corporation Act (*AktG*), which are published on the Internet site of the Company.

For this agenda item, only election proposals made by shareholders with a shareholding of at least 1 % of the registered capital may be considered. These proposals together with the declarations pursuant to § 87 para. 2 AktG for each proposed person must be received by the Company in text form not later than on 3rd May 2010 and will be published on the Internet site of the Company not later than on 5th May 2010; otherwise the respective person must not be part of the election. Regarding the details and preconditions for the consideration of such election proposals, please refer to „information concerning the rights of shareholders and holders of participation certificates“, which are available on the Internet site of the Company.

Agenda Item 6

The Supervisory Board proposes that the general meeting passes the following resolution:

RESOLUTION

„In addition to Sparkassen-Prüfungsverband as mandatory bank auditor, Ernst & Young Wirtschaftsprüfungsgesellschaft m.b.H. shall be elected as auditor of the annual financial statements and the status report of the Company as well as the group financial statements and the group status report, which the Company must prepare for the business year 2011 according to § 1 of the auditing rules for savings banks (*Prüfungsordnung für Sparkassen*), annex to § 24 Savings Banks Act (*Spar-kassengesetz*).“

NOTICE

The transparency provisions pursuant to § 270 para. 1a of the Commercial Code (*UGB*) are published on the Internet site of the Company.

Agenda Item 7

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

„Revocation of the existing authorized capital according to the resolution of the general meeting from 19th May 2006 to the extent not already used

and

Authorization of the Management Board, until 12th May 2015 to increase the registered capital with the consent of the Supervisory Board – also in several tranches – by an amount of up to EUR 200,000,000 by issuing up to 100,000,000 shares as follows, whereas the type of shares, the issue price, the terms and conditions and – to the extent provided for – the exclusion of the subscription rights will be determined by the Management Board with the consent of the Supervisory Board:

- a) by issuing shares against cash contribution without the exclusion of the subscription rights of shareholders; however, if the capital increase serves for the issue of shares to employees, senior employees and members of the Management Board of the Company or a Group Company, by excluding the subscription rights of shareholders;
- b) by issuing shares against contribution in kind, excluding the subscription rights of shareholders.

This authorization replaces the existing authorized capital according to section 5 of the articles of association. The articles of association will be amended in section 5 according to the annexed wording with the amendments highlighted.“

JUSTIFICATION

Erste Group Bank AG intends to provide for the possibility to satisfy eventual future capital requirements originating from changes of the law in whole or in part by capital increases. Moreover, further growth, for which the acquisition of other companies or stakes in companies may be necessary, should be safeguarded. For both purposes it will be necessary to supply the Company with additional equity.

With the resolution of the general meeting from 19th May 2006 so-called authorized capital was granted, whereby the Management Board was authorized for a period of five years after the registration of the amendment of the articles of association, thus until 5th July 2011, to increase the registered capital – also in several tranches – by an amount of up to EUR 180,000,000.

The Management Board has used this authorization in 2006 by resolving an increase of the registered capital of EUR 12,574,472, and in the fourth quarter of 2009 by resolving an increase of the registered capital of EUR 120,000,000, each with the consent of the Supervisory Board.

Therefore, the original authorized capital of EUR 180 million has been consumed by more than two thirds; furthermore, the above mentioned authorization of the Management Board expires on 5th July 2011.

In order to provide the Management Board together with the Supervisory Board with utmost flexibility, new authorized capital in the above mentioned amount and for a new period of five years shall be resolved. The current authorized capital shall be revoked to the extent not already used.

Please refer to the report of the Management Board concerning the possible exclusion of the subscription rights in connection with the issue of shares from authorized capital.

Regarding the resolution an amendment of section 5 of the articles of association is necessary. The articles of association will be annexed with the proposed amendments highlighted.

Agenda Item 8

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

„Authorization of the Management Board to redeem until 12 May 2015 the total participation capital or single tranches thereof if already distinguished at the time of issue – and if the equal treatment of the holders of participation capital is safeguarded, also parts thereof – with the consent of the Supervisory Board.

This authorization will be included in section 8.4 of the articles of association pursuant to the annexed wording of the articles of association with the proposed formulation highlighted."

JUSTIFICATION

Pursuant to the previous legal situation, participation capital could only be redeemed in total. In order to provide the instrument with more flexibility, the law was changed pursuant to BGBl I No. 152/2009 and the possibility was created to redeem participation capital in tranches and, if the equal treatment principle is observed, also in parts thereof. This measure aims at supporting in particular the quick repayment of the participation capital subscribed by the Federal Government pursuant to the FinStaG.

Due to an amendment of § 102a para. 2 BWG in the course of this change of the BWG, the Management Board may now be authorized by the general meeting, analogously to

the provisions of authorized capital pursuant to section 169 AktG, to redeem participation capital for a period not exceeding five years.

In order to provide the Management Board together with the Supervisory Board with utmost flexibility in equity finance, this new authorization shall be resolved.

The authorization will be included in the articles of association. The proposed wording is highlighted in the annexed section 8.4 of the articles of association.

Agenda Item 9

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

„The articles of association shall be amended in sections 4 „Registered Capital and Shares“, 9. „Voting Rights“, 16. “Tasks of the Supervisory Board”, 19. „Shareholders' Meeting“, 23. „Financial Statements and Distribution of Profits“ and 26. „Language Regulation“ according to the annexed wording of the articles of association with the proposed amendments highlighted.“

JUSTIFICATION

The Stock Corporation Amendment Act 2009 (*Aktienrechts-Änderungsgesetz 2009*) became effective on 1 August 2009, and lead to many changes in the law of stock corporations.

The Management Board and the Supervisory Board have elaborated on the new legal provisions and have prepared the above proposal for resolution.

The proposed amendments to the articles of association serve to adjust the articles of association to the changed legal provisions, in particular to the Stock Corporation Amendment Act 2009 and to the Commercial Code (*UGB*), but also propose amendments, which are necessary or helpful in the opinion of the Management Board and the Supervisory Board.

The articles of association will be annexed with the proposed amendments highlighted.

Agenda Item 10

The Management Board and the Supervisory Board propose that the general meeting passes the following resolution:

RESOLUTION

„Resolution on the proportionate de-merger by acquisition pursuant to § 1 para. 2 No. 2 in connection with § 8 para. 1 of the De-merger Act (*SpaltG*) on the basis of the De-Merger and Acquisition Agreement dated 16 March 2010 as filed with the Vienna Companies Register on the basis of the final balance sheet of Erste Bank der oesterreichischen Sparkassen AG of 31 Dezember 2009.

De-merger of the business division „Division Group Large Corporate Austria and Group Real Estate and Leasing Austria“ of Erste Bank der oesterreichischen Sparkassen AG with its seat in Vienna, FN 286283 f, as transferring company, by way of universal succession to Erste Group Bank AG with its seat in Vienna, FN 33209 m, as acquiring company, with the continuance of the transferring company, without granting shares in the acquiring company, as Erste Group Bank AG is the sole shareholder of Erste Bank der oesterreichischen Sparkassen AG.

Consent to the De-Merger and Acquisition Agreement dated 16 March 2010.“

JUSTIFICATION

Erste Bank der oesterreichischen Sparkassen AG is mostly engaged in domestic banking business and other business activities, primarily in banking business with retail investors and small and medium-sized enterprises in Austria. In the context of its business Erste Bank der oesterreichischen Sparkassen AG operates also its business

division „Division Group Large Corporate Austria and Group Real Estate and Leasing Austria“.

In light of its specialisation in certain business activities, Erste Bank der oesterreichischen Sparkassen AG intends the legal separation of the client business activities concentrated in the business division „Division Group Large Corporate Austria and Group Real Estate and Leasing Austria“ from its other activities by way of a de-merger to its sole shareholder Erste Group Bank AG.

Erste Group Bank AG as acquiring company is the sole shareholder of Erste Bank der oesterreichischen Sparkassen AG as transferring company. For this reason the acquiring company must not grant new shares to the shareholders of the transferring company (§ 17 No. 5 SpaltG in connection with § 224 para. 1 No. 1 AktG).

All shareholders of Erste Group Bank AG were and are indirect participants in the transferring company Erste Bank der oesterreichischen Sparkassen AG in the same proportion as their shareholdings in Erste Group Bank AG. Thus, for the shareholders of Erste Group Bank AG there is no change in their shareholdings and no change in the value of their stakes, i.e. their shares or their participation certificates, due to the intended de-merger.

The de-merger was audited by a court-ordered auditor pursuant to § 5 SpaltG.