

INFORMATION CONCERNING THE RIGHTS OF SHAREHOLDERS AND HOLDERS OF PARTICIPATION CERTIFICATES

Amendment of the agenda pursuant to § 109 Austrian Stock Corporation Act (AktG)

Shareholders, whose aggregate shares total **not less than 5% of the registered capital** and who have **held their shares for more than three months before the request**, may request additional agenda items for this general meeting, and their publication, provided such request is received by the Company either

by telefax to +43 (0)5 0100 – 9 17449

or in written form to
Erste Group Bank AG
OE 196 333 – Group Secretariat
Graben 21
1010 Vienna,

not later than on 21st April 2010. Every such requested agenda item must be accompanied by a **draft resolution together with a justification**. In order to prove the shareholding in case of deposited bearer shares, it is sufficient to **submit a deposit certificate** according to § 10a AktG, which certifies that the applying shareholders have been holders of these shares since at least three months and which, at the date of submission to the Company, is not older than seven days.

In case of non-deposited bearer shares the written certification of a notary public is sufficient, which must reflect all above mentioned requirements of deposit certificates accordingly.

Pursuant to § 128 para 5 AktG it is required to submit any draft resolution also in a German version.

Draft resolutions of shareholders pursuant to § 110 AktG

Shareholders, whose aggregate shares total **not less than 1% of the registered capital** may submit to every agenda item **draft resolutions together with a justification** and may request that these draft resolutions together with the justification and an optional statement by the Management Board or the Supervisory Board are published on the Internet site of the Company, provided such request is received in text form by the Company either

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or to
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Graben 21
1010 Vienna,

not later than on 3rd May 2010. In case of a **draft resolution for the election of a member of the Supervisory Board** the declaration of the proposed person pursuant to § 87 para. 2 AktG shall be annexed instead of the justification. For the proof of the shareholding for the exercise of this shareholder right in case of deposited bearer shares it is sufficient to submit a deposit certificate pursuant to § 10a AktG, which, at the date of submission to the Company, is not older than seven days. Several deposit certificates concerning shares, which together constitute a shareholding of 1 %, must refer to the same date. On a draft resolution, which has been published pursuant to § 110 AktG, a vote has only be taken if it will be repeated as a proposal in the general meeting.

In case of non-deposited bearer shares the written certification of a notary public is sufficient, which must reflect all above mentioned requirements of deposit certificates accordingly.

Pursuant to § 128 para 5 AktG it is required to submit any draft resolution also in a German version.

Record date and right to participate in the general meeting

Deposited bearer shares

Due to changes of the Stock Corporation Act by the Stock Corporation Amendment Act 2009 the provisions of the articles of association regarding the convening of general meetings, the deposit of shares, the right to participate in the general meeting, and the voting rights are not applicable.

The right to participate in the general meeting, the voting rights and all other shareholder rights, which may be exercised in the general meeting, are subject to the **shareholdings on 2nd May 2010, 24.00 hours Vienna Time (Record Date)**.

Only such shareholders have the right to participate in the general meeting, who give proof of qualification as a shareholder to the Company at that date.

In case of deposited bearer shares it is sufficient to submit a deposit certificate pursuant to § 10a AktG as proof of the shareholding on the Record Date, which must be received by the Company not later than on 7th May 2010, solely at one of the below-mentioned addresses (Mail address, SWIFT-address, telefax).

Non-deposited bearer shares

In case of non-deposited bearer shares the written certification of a notary public is sufficient, which must be received by the Company not later than on 7th May 2010 solely at one of the below-mentioned addresses (Mail address, SWIFT-address, telefax). For the contents of the certification of the notary public, all below mentioned requirements shall be applicable accordingly (excluding the deposit number).

Participation certificates

Holders of participation certificates have the right pursuant to § 23 para. 5 BWG to participate in the general meeting and to ask questions. Holders of participation certificates do not have further rights. In particular, they have no voting rights, may not contribute other oral statements except in connection with their right to ask questions, and may not propose any resolutions.

The right of holders of participation certificates to participate in the general meeting is subject to the holding of participation certificates on **2nd May 2010, 24.00 hours Vienna Time (Record Date)**.

Only such holders of participation certificates have the right to participate in the general meeting, who give proof of qualification as a holder to the Company at that date. In case of participation certificates it is sufficient to submit the certification of the custodian bank which must be received by the Company not later than on 7th May 2010 solely at one of the above mentioned addresses (Mail address, SWIFT-address, telefax). For the contents of the certification of the participation certificates, all above mentioned requirements for deposit certificates pursuant to § 10a AktG shall be applicable accordingly.

Addresses for the delivery of deposit certificates or certifications of a notary public to participate in the general meeting

Via Mail: Erste Group Bank AG
p. A. Hauptversammlungs-Zählservice
Seeböckgasse 41
1160 Vienna
Austria

Via Telefax: +43 (0)5 0100 9 – 16383

Via SWIFT: GIBAATWGGMS

Message Type MT598; please indicate in the wording in case of shares ISIN AT0000652011 and in case of participation certificates ISIN AT0000A0D4T3. Data transfer via Swift (File Act): Please consider the specific notes on www.erstegroup.com/generalmeeting.

Deposit certificate pursuant to § 10a AktG

The deposit certificate must be issued by a custodian bank with its seat in a member state of the European Economic Area or in a full member state of the OECD and shall include the following data:

- Information regarding the issuer: name/company and address or a code common between banks (SWIFT-CODE),
- Information regarding the shareholder or holder of participation certificates: name/company, address, date of birth in case of natural persons, or registry and registration number in case of legal persons,
- Information regarding the shares or participation certificates: amount of shares (ISIN AT0000652011) of the shareholder, amount of participation certificates (ISIN AT0000A0D4T3) of the holder of participation certificates,
- Deposit account number or other identification,
- The deposit certificate must refer to the Record Date, **2nd May 2010**, 24.00 hours Vienna Time.

In the meaning of § 10a para. 1 last sentence AktG, Erste Group Bank AG will also accept certificates for the proof of shareholdings (deposit certificates), which are issued by legal persons, which are authorized as depositaries of these shares according to Czech or Romanian law.

The deposit certificates must be submitted in German or in English language.

The shareholders are not blocked by the registration to the general meeting or by the submission of the deposit certificate; thus shareholders may continue to freely dispose of their shares also after registration or submission of a deposit certificate.

Notice concerning the right to ask questions pursuant to § 118 AktG and § 23 para 5 Austrian Federal Banking Act (BWG)

Shareholder (pursuant to § 118 AktG) and holders of participation certificates (pursuant to § 23 para 5 BWG) will be granted disclosure about all affairs of the Company in the general meeting, as far as it is necessary for the appropriate evaluation of an agenda item. Disclosure may be denied to the extent that after reasonable commercial assessment it could be to the material detriment of the Company or a Group Company, or if it would constitute a criminal offence.

Questions, whose response needs longer preparation, must for the sake of an efficient meeting be submitted timely before the general meeting

via telefax to +43 (0)5 0100 – 9 17449

or to

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OE 196 333 – Group Secretariat
Graben 21
1010 Vienna
Austria

Information concerning the right of shareholders to propose resolutions in the general meeting pursuant to § 119 AktG

Shareholders have the right to propose resolutions on any item on the agenda in the general meeting, which are not subject to prior publication, provided that the shareholders can prove their entitlement to participate in the general meeting according to the convocation.

For the agenda item "Elections to the Supervisory Board", 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.

To any election proposal, a declaration pursuant to § 87 para 2 Austrian Stock Corporation Act regarding the professional qualifications and occupational and comparable functions of the proposed person as well as any circumstances which might bias his or her ability to serve on the Erste Group Bank AG Supervisory Board, has to be attached.