

Vienna, 16 May 2019

**Erste Group Bank AG
FN 33209 m
ISIN AT0000652011
DISCLOSURE pursuant to § 65 (1a) Stock Corporation Act (AktG)**

The 26th Annual General Meeting of Erste Group Bank AG, 1100 Wien, Am Belvedere 1, held on 15 May 2019, passed following **RESOLUTIONS** regarding item 9 and item 10 on the agenda

Agenda Item 9

Authorisation to acquire own shares for the purpose of offering shares to Erste Mitarbeiterbeteiligung Privatstiftung, to its beneficiaries, to employees, managers and members of the Management Board of Erste Group Bank AG and affiliated group companies or other companies pursuant to sec 4d (5) (1) Austrian Income Tax Act (EStG)

The Management Board is entitled, pursuant to sec. 65 (1) (8) as well as (1a) and (1b) Stock Corporation Act (AktG) and for a period of 30 months from the date of the resolution, i.e. until 14 November 2021, to acquire own shares of up to 10% of the share capital, subject to approval by the Supervisory Board, with the option of making repeated use of the 10% limit, either at the stock exchange or over the counter, likewise to the exclusion of the shareholders' right to tender proportional payment for the purpose of offering free or concessionary shares to Erste Mitarbeiterbeteiligung Privatstiftung, to its beneficiaries, to employees, managers and members of the Management Board of Erste Group Bank AG or of affiliated group companies or other companies pursuant to sec. 4d (5) (1) Austrian Income Tax Act (EStG). The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes. The market price per share must not fall below EUR 2.00 or exceed EUR 120.00.

Agenda Item 10

Authorisation to acquire own shares for no designated purpose and to dispose of those shares by other means than via the stock exchange or a public offering

The authorisation granted to the Management Board in the 24th Annual General Meeting of Erste Group Bank AG to acquire own shares for no designated purpose shall be revoked and the Management Board shall be authorised pursuant to sec. 65 (1) (8) and (1a) and (1b) Stock Corporation Act (AktG), for the duration of 30 months from the date of the resolution, i.e. until 14 November 2021, to acquire own shares of up to 10% of the share capital, subject to approval by the Supervisory Board, with the option of making repeated use of the 10% limit, either at the stock

exchange or over the counter, likewise to the exclusion of the shareholders' right to tender proportional payment. The authorisation may be exercised in whole or in part or in several instalments and in pursuit of one or several purposes. The market price per share must not fall below EUR 2.00 or exceed EUR 120.00.

Pursuant to sec. 65 (1b) in conjunction with sec. 171 Stock Corporation Act (AktG) and subject to the Supervisory Board's approval, the Management Board shall be authorised, for a period of 5 years from the date of the resolution, i.e. until 14 May 2024, to sell or use the Company's own shares, also by means other than the stock exchange or a public offering for any purpose allowed by the law, particularly as consideration for the acquisition and financing of the acquisition of companies, businesses, business divisions or shares in one or several businesses in Austria or abroad and to the exclusion of the shareholders' proportional purchase option (exclusion of purchase option).

The Management Board shall be authorised to redeem own shares subject to the Supervisory Board's approval without requiring any further Annual General Meeting resolution.