ERSTE Group

Investor information Vienna, 26 May 2015

Framework programme for Erste Group share transactions by savings banks of the Haftungsverbund (cross guarantee system)

The Haftungsverbund regulates the co-operation of the Austrian savings banks and provides the legal framework for all savings banks of the Haftungsverbund to be consolidated in Erste Group's financial statements, as defined by section 59 of the Austrian Banking Act (BWG).

The Haftungsverbund agreement allows Erste Group Bank AG to exercise control over all savings banks of the Haftungsverbund, which are therefore considered associated companies within the scope of section 228 (3) of the Austrian Commercial Code (UGB). Consequently, Erste Group shares owned by these savings banks are regarded as treasury shares within the scope of section 65 of the Stock Corporation Act (AktG). As a result transactions in Erste Group shares by these savings banks are subject to enhanced approval and disclosure requirements.

Based on the authorisation granted by the General Meeting of 12 May 2015 for the purchase of own shares in accordance with section 65 (1 no. 8, 1a, 1b) of the Stock Corporation Act (AktG), on 26 May 2015 the management board of Erste Group Bank AG, subject to the approval of the supervisory board, adopted the resolution on the framework programme for the envisaged disposal and purchase of Erste Group Bank AG shares by the savings banks considered associated companies within the meaning of section 228 (3) UGB and whose shares in Erste Group Bank AG are thus considered own shares within the meaning of section 65 of the AktG.

According to this resolution, up to 10,000,000 shares of Erste Group (2.33% of the share capital) may be sold under the disposal programme during the period from 15 June 2015 to 11 May 2020, and up to 10,000,000 shares of Erste Group may be bought under the purchase programme during the period from 15 June 2015 to 11 November 2017.

Details on the disposal programme

1. Day on which the authorisation was granted by the General Meeting: 12 May 2015

2. Day and mode of publication of this resolution by the General Meeting: publication on 13 May 2015 via electronic information dissemination systems in accordance with section 82 (8) Austrian Stock Exchange Act (BörseG)

3. Start and expected duration of the programme for the disposal of own shares: 15 June 2015 to 11 May 2020

4. Class of shares: voting no-par value bearer shares (ordinary shares) in Erste Group Bank AG

5. Maximum volume: in total up to 10,000,000 shares
   Share capital percentage of shares to be sold: 2.33%

6. Highest and lowest price to be achieved per share: EUR 2 per share shall constitute the lowest consideration and EUR 120 shall be the maximum consideration

7. Mode and purpose of sale of own shares: on the stock exchange and also by means other than the stock exchange in the form of (1) a sale (securities lending) or a contribution to Sparkassen Beteiligungs GmbH & Co KG, or (2) a sale to the foundations of the savings banks and the "Anteilsverwaltungssparkassen" or to the other syndicate partners of Erste Foundation (Caixabank S.A. and Wiener Städtischer Wechselseitiger Versicherungsverein), with the aim to strengthen the group structure and the co-operation with the savings banks

8. Effects of the disposal programme on the listing of Erste Group Bank AG-shares: none

9. Number and distribution of share options to be granted or already granted to employees, senior staff and the individual board members in the company or in an associated company, stating the number of purchasable shares, if the issuer is planning to grant share options within the deadline defined under sec 65 (1 no. 8) or has already done so: 0 (nil)

Details on the purchase programme

1. Day on which the authorisation was granted by the General Meeting: 12 May 2015

2. Day and mode of publication of this resolution by the General Meeting: publication on 13 May 2015 via electronic information dissemination systems in accordance with section 82 (8) Austrian Stock Exchange Act (BörseG)

3. Start and expected duration of the programme for the purchase of own shares: 15 June 2015 to 11 November 2017

4. Class of shares: voting no-par value bearer shares (ordinary shares) in Erste Group Bank AG

5. Maximum volume: in total up to 10,000,000 shares
   Share capital percentage of shares to be bought: 2.33%

6. Highest and lowest price to be achieved per share: EUR 2 per share shall constitute the lowest consideration and EUR 120 shall be the maximum consideration

7. Mode and purpose of purchase of own shares: on the stock exchange and also by means other than the stock exchange in the form of a purchase from the foundations of the savings banks and the "Anteilsverwaltungssparkassen", the other syndicate partners of Erste Foundation (Caixabank S.A. and Wiener Städtischer Wechselseitiger Versicherungsverein) or from Sparkassen Beteiligungs GmbH & Co KG, with the aim to strengthen the group structure and the co-operation with the savings banks

8. Effects of the purchase programme on the listing of Erste Group Bank AG-shares: none

9. Number and distribution of share options to be granted or already granted to employees, senior staff and the individual board members in the company or in an associated company, stating the number of purchasable shares, if the issuer is planning to grant share options within the deadline defined under section 65 (1 no. 8) or has already done so: 0 (nil)

Any changes to the disposal or purchase programme and the transactions implemented shall be published on the Erste Group Bank AG website at http://www.erstegroup.com/en/Investors in compliance with section 5 (4) Publication Ordinance (VeröffentlichungsVO).

The resolution has no effect on any trading of shares in Erste Group Bank AG in securities trading (authorisation pursuant to section 65 (1 no. 7) AktG).

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