



**Certificate of Approval of a Prospectus
pursuant to Article 8b Austrian Capital Market Act
transposing Articles 17 and 18 of Directive 2003/71/EC, as amended**

To: **Bundesanstalt für Finanzdienstleistungsaufsicht (Germany)**
Croatian Financial Services Supervisory Agency (Croatia)
Czech National Bank (Czech Republic)
Hungarian Financial Supervisory Authority (Hungary)
Romanian National Securities Commission (CNVM)

From:
Finanzmarktaufsicht Österreich (FMA)
Financial Market Authority Austria

We hereby certify that the Third Supplement to the Base Prospectus detailed below has been drawn up in accordance with the Austrian Capital Market Act transposing Directive 2003/71/EC, as amended and was approved by us on November 14, 2014.

Name of Issuer: Erste Group Bank AG

Registered Office/Seat: Graben 21, Vienna, Austria

Type of Securities: Warrants Programme

Annexes of the Commission Regulation (EC) No 809/2004 according to which the prospectus was drawn up: XI, XII, XXI, XXII, XXX

Yours faithfully,

Financial Market Authority
On behalf of the Executive Board

Andrea Mörtl


Christoph Burgstaller

signed electronically

Date: November 14, 2014

Attachments:

- (1) Third Supplement, dated November 14, 2014 to the Base Prospectus dated July 16, 2014
- (2) Summary Translation in German, Croatian, Czech, Hungarian and Romanian language
- (3)

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| Signaturwert | WpbyLo0p0khHX/aJg3aUjrg3v7M1f7W7mKrpr+CLzWZLjLMVpgYhYXJA60hDUymPfbfXcZx00j1PbekpuYWBn3VB2mVR17aEQ1mt0yn7Bkf+d+wiP7TVu7GdjxHZKB794DGD7M8VadH7aM7xIBk+A6UJ1ANevLh+Xj2gIEIR0xJcGDkhhe7NCp3X3/UxvJZEba4Oxhd/G/x1EBYmgwXMne2M9nph6DHOR9GkygTc4LYP9Kbjo5E+RfU9ZRspXbid//4L9TBdfTGIzaIabM9R5hc6v+B1Zd8Re1OXp55xLdp++0pHdHolUjBQ/ptrq3i1kXxXb5/IBN5AIZJT HR3EyA== | |
|  | Unterzeichner | Österreichische Finanzmarktaufsichtsbehörde |
| | Datum/Zeit-UTC | 2014-11-14T13:03:53Z |
| | Aussteller-Zertifikat | CN=a-sign-corporate-light-02,OU=a-sign-corporate-light-02,O=A-Trust Ges. f. Sicherheitssysteme im elektr. Datenverkehr GmbH,C=AT |
| | Serien-Nr. | 524262 |
| | Methode | urn:pdfsigfilter:bka.gv.at:binaer:v1.1.0 |
| Prüfinformation | Informationen zur Prüfung der elektronischen Signatur finden Sie unter: http://www.signaturpruefung.gv.at | |
| Hinweis | Dieses Dokument wurde amtssigniert. Auch ein Ausdruck dieses Dokuments hat gemäß § 20 E-Government-Gesetz die Beweiskraft einer öffentlichen Urkunde. | |