

## Prospectus Supplement No. 3

# Erste Group Bank AG

*(Incorporated as a stock corporation in the Republic of Austria under registered number FN 33209 m)*

## Warrants Programme

This supplement (the "**Supplement**") constitutes a prospectus supplement pursuant to Art 16 (1) of the Directive 2003/71/EC as amended (the "**Prospectus Directive**") and Sec 6(1) of the Austrian Capital Market Act as amended (*Kapitalmarktgesetz*, the "**KMG**") and is supplemental to, and should be read in conjunction with, the prospectus dated 16 July 2014 (the "**Original Prospectus**") and together with supplement No. 1 dated 18 August 2014 and supplement No. 2 dated 29 October 2014, the "**Prospectus**") relating to the Warrants Programme (the "**Programme**") of Erste Group Bank AG (the "**Issuer**" or "**Erste Group Bank**").

The Original Prospectus has been approved on 16 July 2014 by the Austrian Financial Market Authority (*Finanzmarktaufsichtsbehörde*, the "**FMA**").

This Supplement has been filed for approval with the FMA in its capacity as competent authority under the KMG on 14 November 2014. This Supplement has been filed with the Wiener Börse, which has admitted the Programme to the "Amtlicher Handel" (Official Market) and the "Geregelter Freiverkehr" (Second Regulated Market). This Supplement has been published in electronic form on the website of the Issuer under "[www.erstegroup.com/de/Capital-Markets/Prospekt/OS-Zertifikate\\_ab2006](http://www.erstegroup.com/de/Capital-Markets/Prospekt/OS-Zertifikate_ab2006)". Printed copies of this Supplement will be made available free of charge during normal business hours at the registered office of the Issuer, Graben 21, 1010 Vienna, Austria. The Issuer has requested the FMA to provide the competent authorities in other host Member States within the European Economic Area including Croatia, Germany, the Czech Republic, Hungary and Romania with a certificate of approval attesting that this Supplement has been drawn up in accordance with the Prospectus Directive and the KMG.

Terms defined in the Prospectus shall have the same meaning when used in this Supplement.

To the extent that there is any inconsistency between a) any statement in this Supplement and b) any other statement in or incorporated by reference in the Prospectus, the statements in a) above will prevail.

Save as disclosed in this Supplement, no other significant new factor, material mistake or inaccuracy relating to information in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

**In accordance with Art 16 of the Prospectus Directive and Sec 6 KMG, investors who have agreed to subscribe for Warrants after the occurrence of the significant new factors described in this Supplement but before the publication of this Supplement have a right to withdraw their acceptances until, and including 18 November 2014.**

This Supplement has been filed with the FMA in its capacity as competent authority under the KMG for approval. The accuracy of the information contained in this Supplement does not fall within the scope of examination by the FMA under applicable Austrian law and the Prospectus Directive. The FMA has examined this Supplement only in respect of its completeness, coherence and comprehensibility pursuant to Sec 8a para 1 of the KMG.

14 November 2014



*No person has been authorised to give any information or to make any representation other than those contained in the Prospectus and this Supplement in connection with the issue or sale of the Warrants and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer. Neither the delivery of the Prospectus and/or this Supplement nor any sale made in connection therewith shall, under any circumstances, create any implication that there has been no change in the affairs of the Issuer or the Erste Group since the date hereof or the date upon which the Prospectus has been most recently supplemented or that there has been no adverse change in the financial position of the Issuer or the Erste Group since the date hereof or the date upon which the Prospectus has been most recently supplemented or that any other information supplied in connection with the Programme is correct as of any time subsequent to the date on which it is supplied or, if different, the date indicated in the document containing the same.*

*The distribution of this Supplement and the offering or sale of the Warrants in certain jurisdictions may be restricted by law. Persons into whose possession this Supplement comes are required by the Issuer to inform themselves about and to observe any such restriction. The Warrants have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may include Warrants in bearer form that are subject to US tax law requirements. Subject to certain exceptions, Warrants may not be offered, sold or delivered within the United States or to US persons. For a description of certain restrictions on offers and sales of Warrants, see "Subscription and Sale" in the Original Prospectus.*

*This Supplement does not constitute an offer of, or an invitation by or on behalf of any of the Issuer to subscribe for, or purchase, any Warrants.*

*Neither the Prospectus, this Supplement nor any financial statements supplied in connection with the Programme or any Warrants are intended to provide the basis of any credit or other evaluation and should not be considered as a recommendation by the Issuer that any recipient of the Prospectus, this Supplement or any financial statements should purchase the Warrants. Each potential purchaser of Warrants should determine for itself the relevance of the information contained in the Prospectus, this Supplement or any financial statements and its purchase of Warrants should be based upon any such investigation as it deems necessary.*

Significant new factors and/or inaccuracies (as referred to in Art 16 (1) of the Prospectus Directive and Sec 6(1) of the KMG) have arisen which in the Issuer's perception are capable of affecting the assessment of the Warrants, and are thus herewith included in the Prospectus as follows:

## 1. INTERIM REPORT FOR THE THIRD QUARTER 2014

On 30 October 2014, Erste Group Bank AG has published its interim report for the third quarter 2014 (the "**Unaudited Interim Condensed Consolidated Financial Statements 30 September 2014**") which shall be incorporated by reference in the Prospectus. Thus, the following changes apply:

1.1 In the table relating to the documents incorporated by reference on page 7 of the Original Prospectus, the following section shall be included at the end of such table:

**"English translation of the Unaudited Interim Condensed Consolidated Financial Statements of the Issuer for the third quarter year ended 30 September 2014 – Interim Report Third Quarter 2014 (the "Unaudited Interim Condensed Consolidated Financial Statements 30 September 2014")**

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Condensed Cash Flow Statement	23
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1.2 The first paragraph below the above mentioned table is replaced by the following paragraph:

"For the avoidance of doubt, such parts of the annual reports of the Issuer for the financial years 2013 and 2012 respectively as well as of the quarterly report for the first quarter year in 2014, the interim report for the first half year 2014 and the interim report for the first nine months period in 2014 which are not explicitly listed in the table above, are not incorporated by reference into this Prospectus as these parts are either not relevant for the investor or covered elsewhere in this Prospectus."

1.3 In the section "DOCUMENTS AVAILABLE FOR INSPECTION" on page 9 of the Original Prospectus, the item that is numbered with "(i)" shall be replaced by the following paragraph:

"the Audited Consolidated Financial Statements 2013 and 2012 as well as the Unaudited Interim Condensed Consolidated Financial Statements 31 March, the Unaudited Interim Condensed Consolidated Financial Statements 30 June 2014 and the Unaudited Interim Condensed Consolidated Financial Statements 30 September 2014 incorporated by reference into this Prospectus;"

- 1.4 On page 9 of the Prospectus, in the paragraph below the heading "Significant Changes and Material Adverse Changes", the last half-sentence (which was included by supplement No. 1) shall be replaced by the following:

"there has been no significant change in the financial or trading position of Erste Group since 30 September 2014 and no material adverse change in the prospects of the Issuer since 31 December 2013."

- 1.5 On page 14 of the Original Prospectus, in the right column of item "Selected historical key financial information" in B.12, the following table shall be included at the end of the paragraph:

<b>"in millions of Euro (rounded)</b>	<b>30 September 2014 unaudited</b>	<b>31 December 2013 as restated<sup>1)</sup></b>
Total liabilities and equity	196,973	200,118
Total equity	13,652	14,785

  

<b>in millions of Euro (rounded)</b>	<b>30 September 2014 unaudited<sup>1)</sup></b>	<b>30 September 2013 unaudited<sup>1)</sup></b>
Net interest income	3,369.6	3,515.8
Pre-tax result from continuing operations	-955.5	598.0
Net result for the period	-1,389.3	567.0
Net result attributable to owners of the parent	-1,484.0	430.6

Source: Unaudited Interim Condensed Consolidated Financial Statements 30 September 2014 with comparative restated financial information for the year ended 31 December 2013

1) As a result of IFRS 10 application on 1 January 2014, Erste Group Bank started with consolidation of 18 investment funds managed by asset management companies of Erste Group. The consolidation has been applied retrospectively. All affected 2013 comparative figures have been restated. In 2014, Erste Group changed the structure of its balance sheet, income statement and some explanatory notes, in order to provide more reliable and relevant information about its financial position and performance. The new structure has also been introduced in order to generate synergies in addressing the new IFRS-based Financial Reporting regulatory requirements ("FINREP"). For more detailed information on the restatement and the changes in the structure of the line items in the balance sheet and income statement, please see the Unaudited Interim Condensed Consolidated Financial Statements 30 September 2014."

- 1.6 On page 14 of the Original Prospectus, the right column of item "Description of significant changes in the financial or trading position subsequent to the period covered by the historical financial information" in B.12 shall be replaced by the following:

"Not applicable. There has been no significant change in the financial position of the Issuer since 30 September 2014"

## 2. RECENT DEVELOPMENTS

- 2.1 In the section "RECENT DEVELOPMENTS" commencing on Page 194 of the Original Prospectus, in the sub-section "Erste Group expects higher risk costs in 2014 and updates outlook for 2014 and 2015" the following paragraph is added at the end of such section:

"In the course of the publication of its Unaudited Interim Condensed Consolidated Financial Statements 30 September 2014, Erste Group announced on 30 October 2014, that net impairment loss on financial assets not measured at fair value through profit and loss went up in line with prior expectations. Furthermore, the announcement of 30 October 2014 contained expectations which are generally in line with the expectations published in the announcement of 3 July 2014."

## 3. RISK FACTORS

- 3.1 On page 38 of the Prospectus, the paragraph with the heading "EU Bank Recovery and Resolution Directive" shall be deleted and replaced by the following paragraph:

*"EU Bank Recovery and Resolution Directive.* On 12 June 2014, the Directive 2014/59/EU establishing a framework for the recovery and resolution of credit institutions and investment firms (*Bank Recovery and Resolution Directive -- "BRRD"*) has been published. The BRRD establishes a framework for the recovery and resolution of credit institutions and, *inter alia*, requires EU-credit institutions to draw up "recovery and resolution plans" which set out certain arrangements and measures that may be taken to restore the long-term viability of the financial institution in the event of a material deterioration of its financial position. Measures undertaken under the BRRD may also have an impact on debt instruments (in particular subordinated notes, but under certain circumstances also senior notes such as the Warrants) by allowing authorities to write-down such instruments or convert them into CET 1 instruments. The BRRD requires EU-Member States to transpose the BRRD into national law by 31 December 2014 at the latest and to apply the provisions (including the write-down or conversion of capital instruments) from 1 January 2015, those adopted to implement the bail-in tool shall be applied by EU-Member States from 1 January 2016 at the latest. In Austria, a respective ministerial draft bill for the Austrian Act on the Recovery and Resolution of Banks (*Bundesgesetz über die Sanierung und Abwicklung von Banken – "BSAG"*) has been published on 12 September 2014. According to this draft the bail-in tool would already apply from 1 January 2015 on."

## 4. GERMAN TRANSLATION

**The following translation of the original summary and the risk factors of the Prospectus has not been approved by the FMA. Further, the FMA did not review its consistency with the original text of the Prospectus.**

**Die folgende Übersetzung der originalen Zusammenfassung und der Risikofaktoren des Prospekts wurde nicht von der FMA gebilligt. Auch die Übereinstimmung mit dem originalen Text des Prospekts wurde nicht von der FMA geprüft.**

- 4.1 Auf Seite 255 des Original Prospekts wird in der rechten Spalte der Position "Ausgewählte historische Finanzinformationen" in B.12 der folgende Abschnitt am Ende eingefügt:

<b>"in Millionen Euro (gerundet)</b>	<b>30.9.2014 ungeprüft</b>	<b>31.12.2013 angepasst<sup>1)</sup></b>
Summe der Verbindlichkeiten und Eigenkapital	196.973	200.118
Gesamtes Eigenkapital	13.652	14.785
<b>in Millionen Euro (gerundet)</b>	<b>30.9.2014 ungeprüft<sup>1)</sup></b>	<b>30.9.2013 ungeprüft<sup>1)</sup></b>
Zinsüberschuss	3.369,6	3.515,8
Ergebnis vor Steuern aus fortzuführenden Geschäftsbereichen	-955,5	598,0
Periodenergebnis	-1.389,3	567,0
Eigentümern des Mutterunternehmens zuzurechnendes Periodenergebnis	-1.484,0	430,6

Quelle: Ungeprüfter verkürzter konsolidierter Zwischenbericht der Emittentin zum 30.9.2014 mit vergleichenden angepassten Finanzzahlen für das Geschäftsjahr, welches am 31.12.2013 geendet hat

1) Infolge der Anwendung von IFRS 10 wurden per 1. Jänner 2014 18 Fonds - die von ihren Vermögensverwaltungsgesellschaften verwaltet werden – in den Konsolidierungskreis der Erste Group Bank AG aufgenommen. Die Konsolidierung wurde retrospektiv angewendet. Alle Vergleichszahlen 2013 wurden entsprechend angepasst. Die Erste Group hat im Geschäftsjahr 2014 die Struktur ihrer Bilanz, der Ergebnisrechnung und einiger erläuternder Anhangangaben geändert, um zuverlässigere und relevantere Informationen über die Vermögens- und Ertragslage bereitzustellen. Die neue Struktur wurde auch eingeführt, um Synergien in Bezug auf die neuen IFRS basierten regulatorischen Anforderungen ("FINREP") zu generieren. Mehr detaillierte Informationen über die Anpassung und den Änderungen in der Struktur der Posten in der Bilanz und in der Gewinn- und Verlustrechnung sind im Ungeprüften verkürzten konsolidierten Zwischenbericht der Emittentin zum 30.9.2014 enthalten."

- 4.2 Auf Seite 255 des Original Prospekts wird die rechte Spalte der Position "Beschreibung wesentlicher Veränderungen bei der Finanzlage oder Handelsposition des Emittenten, die nach dem von den historischen Finanzinformationen abgedeckten Zeitraum eingetreten sind" in B.12 durch folgenden Text ersetzt:

"Entfällt. Es gab keine wesentlichen Veränderungen bei der Finanzlage der Emittentin, die nach dem 30. September 2014 eingetreten sind."

- 4.3 Auf Seite 279 des Original Prospekts wird der Absatz mit der Überschrift "EU-Richtlinie zur Sanierung und Abwicklung von Kreditinstituten" gelöscht und durch folgenden Absatz ersetzt:

"EU-Richtlinie zur Sanierung und Abwicklung von Kreditinstituten. Am 12.06.2014 wurde die Richtlinie 2014/59/EU veröffentlicht, die einen Rahmen für die Sanierung und Abwicklung von Kreditinstituten und Wertpapierfirmen schafft (*Bank Recovery and Resolution Directive* – "**BRRD**"). Die BRRD legt einen Rahmen für die Sanierung und Abwicklung von Kreditinstituten fest und verpflichtet unter anderem Kreditinstitute der Europäischen Union, "Sanierungs- und Abwicklungspläne" aufzustellen, die bestimmte Vereinbarungen und Maßnahmen zur Wiederherstellung der langfristigen Lebensfähigkeit des Instituts im Falle einer wesentlichen Beeinträchtigung seiner Finanzlage festlegen. Maßnahmen gemäß der BRRD können sich auch auf Schuldverschreibungen (insbesondere solche nachrangige Schuldverschreibungen, aber unter bestimmten Voraussetzungen auch nicht-nachrangige Schuldverschreibungen wie die Optionsscheine) auswirken, indem sie der zuständigen Behörde gestattet, solche Instrumente herabzuschreiben oder in Instrumente des harten Kernkapitals umzuwandeln. Die BRRD verpflichtet die EU-Mitgliedstaaten, die BRRD bis spätestens zum 31.12.2014 in nationales Recht umsetzen und die Bestimmungen (einschließlich der Herabschreibung oder Umwandlung von Kapitalinstrumenten) ab 01.01.2015 anzuwenden; die zur Umsetzung des Instruments der Gläubigerbeteiligung (*bail-in tool*) beschlossenen Bestimmungen sollen von den EU-Mitgliedstaaten spätestens ab 01.01.2016 angewendet werden. In Österreich wurde am 12.09.2014 ein entsprechender Ministerialentwurf für das Bundesgesetz über die Sanierung und Abwicklung von Banken ("**BSAG**") veröffentlicht. Dieser Ministerialentwurf sieht die Anwendung des Instruments der Gläubigerbeteiligung (*bail-in tool*) bereits ab 01.01.2015 vor."

## **RESPONSIBILITY STATEMENT OF ERSTE GROUP BANK AG**

Erste Group Bank AG, with its registered office at Graben 21, A-1010 Vienna, Austria, is solely responsible for the information given in this Supplement.

The Issuer hereby declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts and contains no omission likely to affect its import.

Vienna, 14 November 2014

Erste Group Bank AG  
as Issuer

Helmut Rauth

Head of Steering and Operating Office  
Markets

Stefan Dörfler

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