

Prospectus Supplement No. 8

Erste Group Bank AG

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

Equity Linked Notes 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 18 February 2014 (the "**Original Prospectus**" and together with supplement No. 1 dated 2 April 2014, supplement No. 2 dated 26 June 2014, supplement No. 3 dated 7 July 2014, supplement No. 4 dated 18 August 2014, supplement No. 5 dated 9 September 2014, supplement No. 6 dated 25 September 2014 and supplement No. 7 dated 30 September 2014 the "**Prospectus**") relating to the Equity Linked Notes Programme (the "**Programme**") of Erste Group Bank AG (the "**Issuer**" or "**Erste Group Bank**").

The Original Prospectus has been approved on 18 February 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 29 October 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/Anleihen". 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, Czech Republic, Germany, Hungary, Romania and the Slovak Republic 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 Notes 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, 31 October 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.

29 October 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 Notes 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 Notes 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 Notes have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), and may include Notes in bearer form that are subject to US tax law requirements. Subject to certain exceptions, Notes 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 Notes, see "Subscription and Sale" in the 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 Notes.

Neither the Prospectus, this Supplement nor any financial statements supplied in connection with the Programme or any Notes 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 Notes. Each potential purchaser of Notes should determine for itself the relevance of the information contained in the Prospectus, this Supplement or any financial statements and its purchase of Notes 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 Notes, and are thus herewith included in the Prospectus as follows:

1. **AMENDMENTS TO THE SECTION ENTITLED "1. SUMMARY OF THE PROGRAMME" COMMENCING ON PAGE 11 OF THE PROSPECTUS**

1.1 In the subsection "B.17- Credit ratings assigned to an issuer or its debt securities at the request or with the cooperation of the issuer in the rating process:" on page 15 of the Prospectus, in the second paragraph in the right column of B.17, the text "Credit ratings assigned to the Issuer as of 30 September 2014" (which was included by supplement No. 7) shall be replaced by "Credit ratings assigned to the Issuer as of 24 October 2014".

1.2 In the subsection "B.17- Credit ratings assigned to an issuer or its debt securities at the request or with the cooperation of the issuer in the rating process:" on page 15 of the Prospectus, in the table below the heading "Moody's assigned the following ratings" the content of the line "Public Sec. Cov. Bonds" for the column "Long term deposits" is deleted and replaced with "Aa1".

2. **AMENDMENTS TO THE SECTION ENTITLED "4. TERMS AND CONDITIONS – B. ISSUE SPECIFIC CONDITIONS" COMMENCING ON PAGE 96 OF THE PROSPECTUS**

2.1 Amendments to the subsection commencing on page 178 of the prospectus and entitled as follows:

[Im Falle von Schuldverschreibungen, die Aktien als Basiswert haben, sind die folgenden Bestimmungen anwendbar:

[The following provisions are applicable to Notes, the Reference Asset of which are Shares:

§ 5
MARKTSTÖRUNGEN IN BEZUG AUF DIE
AKTIEN

§ 5
MARKET DISRUPTIONS IN RESPECT OF
THE SHARES

2.2 The definitions "Aktie"/"Share" on page 179 of the Prospectus shall be replaced as follows:

"Aktie" hat die in § [2][3] der Emissionsspezifischen Bedingungen zugewiesene Bedeutung.

"Share" has the meaning as defined in § [2][3] of the Issue Specific Conditions.

2.3 The definitions "Börse"/"Exchange" on page 179 of the Prospectus shall be replaced as follows:

"Börse" hat die in § [2][3] der Emissionsspezifischen Bedingungen

"Exchange" has the meaning as defined in § [2][3] of the Issue Specific Conditions.

zugewiesene Bedeutung.

3. **AMENDMENTS TO THE SUBSECTION COMMENCING ON PAGE 196 OF THE PROSPECTUS AND ENTITLED AS FOLLOWS:**

[Im Falle von Schuldverschreibungen, die einen Aktienindex als Basiswert haben, sind die folgenden Bestimmungen anwendbar:

[The following conditions are applicable to Notes, the Reference Asset of which is a Share Index:

§ 5

Marktstörungen in Bezug auf den Index

§ 5

Market Disruptions in respect of the Index

3.2 **The definitions "Bewertungstag"/"Valuation Date" on page 197 of the Prospectus shall be replaced as follows:**

"**Bewertungstag**" hat die in § [2][3] der Emissionsspezifischen Bedingungen zugewiesene Bedeutung.

"**Valuation Date**" has the meaning as defined in § [2][3] of the Issue Specific Conditions.

3.3 **The following optional conditions set out on page 198 of the Prospectus:**

[wenn der Index ein Einbörsenindex ist einfügen:

[In the case of a Single Exchange Index, insert:

"**Börse**" hat die in § 3 der Emissionsspezifischen Bedingungen zugewiesene Bedeutung.]

"**Exchange**" has the meaning as defined in § 3 of the Issue Specific Conditions.]

[Im Falle eines Mehrbörsenindex einfügen:

[In the case of a Multi Exchange Index insert:

"**Börse**" bezeichnet jede Börse, an der eine der Komponenten des Index nach Feststellung der Berechnungsstelle hauptsächlich gehandelt wird, oder, nach sonstiger Feststellung durch die Berechnungsstelle in deren billigem Ermessen, jede Nachfolgebörse oder jedes Nachfolge-Notierungssystem oder jede Ersatz-Börse oder jedes Ersatz-Notierungssystem, an der bzw. dem der Handel mit den diesem Index zugrunde liegenden Komponenten vorübergehend abgewickelt wird (sofern die Berechnungsstelle festgestellt hat, dass die Liquidität hinsichtlich der diesem Index zugrunde liegenden Komponenten an dieser vorübergehenden Ersatz-Börse oder Ersatz-Notierungssystem mit der Liquidität an der ursprünglichen Börse vergleichbar ist.)]

"**Exchange**" means each exchange on which any Component of the Index is, in the determination of the Calculation Agent, principally traded, or as otherwise determined by the Calculation Agent in its reasonable discretion, any successor to such Exchange or quotation system or any substitute exchange or quotation system to which trading in the Components underlying the Index has been temporarily relocated (provided that the Calculation Agent has determined that there is comparable liquidity to Components underlying the Index on such temporary substitute exchange or quotation system as on the original Exchange).]

shall be replaced as follows:

"**Börse**" hat die in § [2][3] der Emissionsspezifischen Bedingungen zugewiesene Bedeutung. "Exchange" has the meaning as defined in § [2][3] of the Issue Specific Conditions.

- 3.4 **The definitions "Index"/"Index" on page 200 of the Prospectus shall be replaced as follows:**

"**Index**" hat die in § [2][3] der Emissionsspezifischen Bedingungen zugewiesene Bedeutung. "**Index**" has the meaning as defined in § [2][3] of the Issue Specific Conditions.

- 3.5 The definitions "Indexkurs"/"Indexlevel" on page 200 of the Prospectus shall be replaced as follows:

"**Indexkurs**" bezeichnet den [Schlusskurs][Kurs des Basiswerts] wie in § [2][3] der Emissionsspezifischen Bedingungen definiert. "**Index Level**" means the [Closing Price][Level of the Reference Asset] as defined in § [2][3] of the Issue Specific Conditions.

- 3.6 **The definitions "Index-Sponsor"/"Index Sponsor" on page 200 of the Prospectus shall be replaced as follows:**

"**Index-Sponsor**" hat die in § [2][3] der Emissionsspezifischen Bedingungen zugewiesene Bedeutung. "**Index Sponsor**" has the meaning as defined in § [2][3] of the Issue Specific Conditions.

4. **AMENDMENTS TO THE SECTION "6. ERSTE GROUP BANK AG" COMMENCING ON PAGE 223 OF THE PROSPECTUS.**

- 4.1 **Amendments to section "6.6 CREDIT RATINGS", commencing on page 240 of the Prospectus.**

In the table under the heading "Moody's assigned the following ratings:" on page 241 of the Prospectus, the content of the line "Public Sec. Cov. Bonds" for the column "Long term deposits" is deleted and replaced with "Aa1".

- 4.2 **Amendments to section "6.7 RECENT DEVELOPMENTS", commencing on page 242 of the Prospectus. At the end of section "6.7 RECENT DEVELOPMENTS", the following wording is inserted**

"Changes to the Management Board

On 26 October 2014, the Issuer announced that the Issuer's Supervisory Board

approved the strategic repositioning of Erste Group and in this context also personnel decisions. A Group function will be set up within the holding (Erste Group Bank AG) for the retail business while business with commercial customers will be gradually transferred to the local banks. As of 2015, the following personnel changes will take place: Peter Bosek, who used to be board member of Erste Bank der oesterreichischen Sparkassen AG, will become member of the Management Board of Erste Group Bank AG responsible for the Austrian as well as the group-wide retail business. Jozef Sikela, the CEO of the Issuer's subsidiary, Slovenská sporiteľňa, will take over the management functions for Corporates&Markets at the Issuer from Franz Hochstrasser who will leave the Issuer's Management Board. Herbert Juranek, the Issuer's COO will also leave the Issuer's Management Board. A decision on his successor is intended to be reached in the coming weeks."

5. **AMENDMENTS TO THE SECTION ENTITLED "GERMAN TRANSLATIONS" COMMENCING ON PAGE 293 OF THE PROSPECTUS**

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.

5.1 **Im Unterabschnitt "B.17- Die Ratings, die im Auftrag des Emittenten oder in Zusammenarbeit mit ihm beim Ratingverfahren für den Emittenten oder seine Schuldtitel erstellt wurden", der auf Seite 297 des Prospekts beginnt, wird im zweiten Absatz in der rechten Spalte der Text "Der Emittentin wurden zum 30.9.2014 folgende Ratings zugewiesen:" (der mit dem 5. Nachtrag aufgenommen wurde) durch folgenden Text ersetzt "Der Emittentin wurden zum 24.10.2014 folgende Ratings zugewiesen:".**

5.2 **Im Unterabschnitt "B.17- Die Ratings, die im Auftrag des Emittenten oder in Zusammenarbeit mit ihm beim Ratingverfahren für den Emittenten oder seine Schuldtitel erstellt wurden", der auf Seite 297 des Prospekts beginnt, wird in der Tabelle unter der Überschrift "Moody's erteilte folgende Ratings" der Inhalt der Zeile "Öffentliche Pfandbriefe" für die Spalte "Langfristige Einlagen" gelöscht und ersetzt durch "Aa1".**

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, 29 October 2014

Erste Group Bank AG
as Issuer

Helmut Rauth

Head of Steering and Operating Office
Markets

Stefan Dörfler

Head of Group Capital Markets